

Golub Capital BDC, Inc.  
Form 10-Q  
May 11, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

For the Quarterly Period Ended March 31, 2015

**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 814-00794

**Golub Capital BDC, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**27-2326940**

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**150 South Wacker Drive, Suite 800**

**Chicago, IL 60606**

(Address of principal executive offices)

**(312) 205-5050**

(Registrant's telephone number, including area code)

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, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

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

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 May 11, 2015, the Registrant had 51,227,504 shares of common stock, \$0.001 par value, outstanding.

## Part I. Financial Information

Item 1.	Financial Statements	3
	<u>Consolidated Statements of Financial Condition as of March 31, 2015 (unaudited) and September 30, 2014</u>	3
	<u>Consolidated Statements of Operations for the three and six months ended March 31, 2015 (unaudited) and 2014 (unaudited)</u>	4
	<u>Consolidated Statements of Changes in Net Assets for the six months ended March 31, 2015 (unaudited) and 2014 (unaudited)</u>	5
	<u>Consolidated Statements of Cash Flows for the six months ended March 31, 2015 (unaudited) and 2014 (unaudited)</u>	6
	<u>Consolidated Schedules of Investments as of March 31, 2015 (unaudited) and September 30, 2014</u>	7
	<u>Notes to Consolidated Financial Statements (unaudited)</u>	25
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	56
Item 3.	<u>Quantitative And Qualitative Disclosures About Market Risk</u>	84
Item 4.	<u>Controls and Procedures</u>	85

## Part II. Other Information

Item 1.	<u>Legal Proceedings</u>	86
Item 1A.	<u>Risk Factors</u>	86
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	86
Item 3.	<u>Defaults Upon Senior Securities</u>	86
Item 4.	<u>Mine Safety Disclosures</u>	86
Item 5.	<u>Other Information</u>	86
Item 6.	<u>Exhibits</u>	87

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Statements of Financial Condition***(In thousands, except share and per share data)*

	March 31, 2015 (unaudited)	September 30, 2014
<b>Assets</b>		
Investments, at fair value		
Non-controlled/non-affiliate company investments	\$ 1,362,297	\$ 1,309,701
Non-controlled affiliate company investments	3,751	3,080
Controlled affiliate company investments	57,015	34,831
Total investments, at fair value (cost of \$1,414,559 and \$1,337,580, respectively)	1,423,063	1,347,612
Cash and cash equivalents	3,068	5,135
Restricted cash and cash equivalents	54,470	74,808
Interest receivable	5,947	5,791
Deferred financing costs	8,348	9,515
Receivable from investments sold	8,232	-
Other assets	475	527
<b>Total Assets</b>	<b>\$ 1,503,603</b>	<b>\$ 1,443,388</b>
<b>Liabilities</b>		
Debt	\$ 754,450	\$ 697,150
Secured borrowings, at fair value (proceeds of \$368 and \$384, respectively)	372	389
Interest payable	2,611	3,196
Management and incentive fees payable	7,158	8,451
Accounts payable and accrued expenses	1,552	1,397
Accrued trustee fees	68	66
<b>Total Liabilities</b>	<b>766,211</b>	<b>710,649</b>
Commitments and contingencies (Note 8)		
<b>Net Assets</b>		
Preferred stock, par value \$0.001 per share, 1,000,000 shares authorized, zero shares issued and outstanding as of March 31, 2015 and September 30, 2014	-	-
Common stock, par value \$0.001 per share, 100,000,000 shares authorized, 47,225,212 and 47,119,498 shares issued and outstanding as of March 31, 2015 and September 30, 2014, respectively	47	47
Paid in capital in excess of par	722,272	720,479
Undistributed net investment income	1,765	3,627
Net unrealized appreciation (depreciation) on investments and secured borrowings	11,167	12,694
Net realized gain (loss) on investments	2,141	(4,108 )

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Total Net Assets	737,392	732,739
Total Liabilities and Total Net Assets	\$ 1,503,603	\$ 1,443,388
Number of common shares outstanding	47,225,212	47,119,498
Net asset value per common share	\$ 15.61	\$ 15.55

See Notes to Consolidated Financial Statements.

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Statements of Operations (unaudited)***(In thousands, except share and per share data)*

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	2015	2014
Investment income				
From non-controlled/non-affiliate company investments:				
Interest income	\$ 26,837	\$ 24,421	\$ 53,606	\$ 48,494
Dividend income	63	262	81	278
Fee income	595	21	803	934
Total investment income from non-controlled/non-affiliate company investments	27,495	24,704	54,490	49,706
From non-controlled affiliate company investments:				
Interest income	-	-	-	225
Fee income	-	-	-	171
Total investment income from non-controlled affiliate company investments	-	-	-	396
From controlled affiliate company investments:				
Interest income	652	556	1,202	737
Dividend income	314	-	314	-
Total investment income from controlled affiliate company investments	966	556	1,516	737
Total investment income	28,461	25,260	56,006	50,839
Expenses				
Interest and other debt financing expenses	6,017	4,540	11,711	8,632
Base management fee	4,855	4,185	9,676	8,009
Incentive fee	2,258	1,656	3,329	4,688
Professional fees	840	640	1,469	1,298
Administrative service fee	584	742	1,191	1,324
General and administrative expenses	153	145	319	276
Total expenses	14,707	11,908	27,695	24,227
Net investment income	13,754	13,352	28,311	26,612
Net gain (loss) on investments and secured borrowings				
Net realized gains (losses):				

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Non-controlled/non-affiliate company investments	4,523	87	6,249	(4,907)	)
Net realized gains (losses)	4,523	87	6,249	(4,907)	)
Net unrealized appreciation (depreciation):					
Non-controlled/non-affiliate company investments	(1,009)	) 653	(2,421)	) 6,786	
Non-controlled affiliate company investments	344	-	671	274	
Controlled affiliate company investments	248	9	222	249	
Net unrealized appreciation (depreciation)	(417)	) 662	(1,528)	) 7,309	
Net change in unrealized depreciation (appreciation) on secured borrowings	1	(12)	) 1	(88)	)
Net gain on investments and secured borrowings	4,107	737	4,722	2,314	
Net increase in net assets resulting from operations	\$ 17,861	\$ 14,089	\$ 33,033	\$ 28,926	
Per Common Share Data					
Basic and diluted earnings per common share	\$ 0.38	\$ 0.32	\$ 0.70	\$ 0.66	
Dividends and distributions declared per common share	\$ 0.32	\$ 0.32	\$ 0.64	\$ 0.64	
Basic and diluted weighted average common shares outstanding	47,174,501	43,754,776	47,147,555	43,517,433	

See Notes to Consolidated Financial Statements.



**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Statements of Changes in Net Assets (unaudited)***(In thousands, except share data)*

	Common Stock	Par	Paid in Capital in Excess	Undistributed Net Investment Income	Net Unrealized Appreciation (Depreciation) on Investments and Secured Borrowings	Net Realized Gain (Loss) on Investments	Total Net Assets
	Shares	Amount	of Par				
Balance at September 30, 2013	43,282,932	\$ 43	\$ 652,669	\$ 2,725	\$ 9,225	\$ (6,426	) \$ 658,236
Issuance of common stock, net of offering and underwriting costs	3,500,000	4	61,182	-	-	-	61,186
Net increase in net assets resulting from operations	-	-	-	26,612	7,221	(4,907	) 28,926
Distributions to stockholders:							
Stock issued in connection with dividend reinvestment plan	74,676	-	1,297	-	-	-	1,297
Dividends and distributions	-	-	-	(27,715	) -	-	(27,715 )
Balance at March 31, 2014	46,857,608	\$ 47	\$ 715,148	\$ 1,622	\$ 16,446	\$ (11,333	) \$ 721,930
Balance at September 30, 2014	47,119,498	\$ 47	\$ 720,479	\$ 3,627	\$ 12,694	\$ (4,108	) \$ 732,739
Issuance of common stock, net of offering and underwriting costs	-	-	-	-	-	-	-
Net increase in net assets resulting from operations	-	-	-	28,311	(1,527	) 6,249	33,033
Distributions to stockholders:							
Stock issued in connection with dividend reinvestment	105,714	-	1,793	-	-	-	1,793

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

plan							
Dividends and distributions	-	-	-	(30,173 )	-	-	(30,173 )
Balance at March 31, 2015	47,225,212	\$ 47	\$ 722,272	\$ 1,765	\$ 11,167	\$ 2,141	\$737,392

See Notes to Consolidated Financial Statements.

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Statements of Cash Flows (unaudited)***(In thousands)*

	Six months ended March 31,	
	2015	2014
Cash flows from operating activities		
Net increase in net assets resulting from operations	\$ 33,033	\$ 28,926
Adjustments to reconcile net increase in net assets resulting from operations to net cash (used in) provided by operating activities		
Amortization of deferred financing costs	2,135	899
Accretion of discounts and amortization of premiums	(3,489)	(3,592)
Net realized (gain) loss on investments	(6,249)	4,907
Net change in unrealized (appreciation) depreciation on investments	1,528	(7,309)
Net change in unrealized appreciation (depreciation) on secured borrowings	(1)	88
Proceeds from (fundings of) revolving loans, net	(4,261)	2,295
Fundings of investments	(290,334)	(433,116)
Proceeds from principal payments and sales of portfolio investments	227,939	207,336
PIK interest	(584)	582
Changes in operating assets and liabilities:		
Interest receivable	(156)	(642)
Receivable for investments sold	(8,232)	-
Other assets	52	(70)
Interest payable	(585)	414
Management and incentive fees payable	(1,293)	157
Payable for investments purchased	-	(3,677)
Accounts payable and accrued expenses	155	(136)
Accrued trustee fees	2	73
Net cash (used in) provided by operating activities	(50,340)	(202,865)
Cash flows from investing activities		
Net change in restricted cash and cash equivalents	20,338	(2,853)
Net cash (used in) provided by investing activities	20,338	(2,853)
Cash flows from financing activities		
Borrowings on debt	110,100	361,600
Repayments of debt	(52,800)	(201,550)
Capitalized debt financing costs	(968)	(1,869)
Proceeds from secured borrowings	-	23,365
Repayments on secured borrowings	(17)	(14,095)
Proceeds from shares sold, net of underwriting costs	-	61,250
Offering costs paid	-	(64)
Dividends and distributions paid	(28,380)	(26,418)
Net cash (used in) provided by financing activities	27,935	202,219

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Net change in cash and cash equivalents	(2,067 )	(3,499 )
Cash and cash equivalents, beginning of period	5,135	16,309
Cash and cash equivalents, end of period	\$ 3,068	\$ 12,810
Supplemental information:		
Cash paid during the period for interest	\$ 10,152	\$ 6,881
Dividends and distributions declared during the period	30,173	27,715

See Notes to Consolidated Financial Statements.

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited)****March 31, 2015***(In thousands)*

Investment Type	Spread Above Index <sup>(1)</sup>	Interest Rate <sup>(2)</sup>	Maturity Date	Principal / Par		Percentage of Net Assets		Fair Value
				Amount	Cost			
Investments United States Debt investments Aerospace and Defense ILC Dover, LP	One stop	P + 6.00%	9.25	% 03/2019	\$720	\$708	0.1 %	\$685
ILC Dover, LP*^	One stop	L + 7.00%	8.00	% 03/2020	18,359	18,155	2.4	17,809
ILC Industries, Inc. <sup>(3)</sup>	One stop	L + 4.75%	N/A	(4) 07/2020	-	(29 )	-	-
ILC Industries, Inc.*^	One stop	L + 4.75%	5.75	% 07/2020	28,153	27,902	3.8	28,153
NTS Technical Systems <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 11/2018	-	(32 )	-	-
NTS Technical Systems*^	One stop	L + 5.50%	6.75	% 11/2018	18,776	18,483	2.5	18,776
NTS Technical Systems	One stop	L + 5.50%	6.75	% 11/2018	2,790	2,724	0.4	2,790
Tresys Technology Holdings, Inc.	One stop	L + 6.75%	8.00	% 12/2017	349	344	-	349
Tresys Technology Holdings,	One stop	L + 6.75%	8.00	% 12/2017	3,899	3,845	0.1	975

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Inc. <sup>(6)</sup> Whitcraft LLC	Subordinated debt	N/A	12.00	% 12/2018	1,877	1,860	0.3	1,877
					74,923	73,960	9.6	71,414
Automobile American Driveline Systems, Inc. <sup>(3)</sup>	Senior loan	L + 5.50%	N/A	(4) 03/2020	-	(9 )	-	(3 )
American Driveline Systems, Inc.*	Senior loan	L + 5.50%	6.50	% 03/2020	1,826	1,764	0.2	1,807
CH Hold Corp. (Caliber Collision) <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 11/2019	-	(3 )	-	(3 )
CH Hold Corp. (Caliber Collision)	Senior loan	L + 4.75%	5.75	% 11/2019	1,872	1,854	0.3	1,853
Integrated Supply Network, LLC <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 02/2020	-	(25 )	-	(21 )
Integrated Supply Network, LLC*^	Senior loan	L + 4.75%	5.75	% 02/2020	9,928	9,807	1.3	9,829
K&N Engineering, Inc. <sup>(3)</sup>	Senior loan	L + 4.25%	N/A	(4) 07/2019	-	(4 )	-	-
K&N Engineering, Inc.^	Senior loan	L + 4.25%	5.25	% 07/2019	2,898	2,851	0.4	2,898
K&N Engineering, Inc. <sup>(3)</sup>	Senior loan	L + 4.25%	N/A	(4) 07/2019	-	(16 )	-	-
Take 5 Oil Change, L.L.C.	Senior loan	L + 4.75%	5.75	% 07/2018	96	90	-	96
Take 5 Oil Change, L.L.C.^	Senior loan	L + 4.75%	5.75	% 07/2018	4,849	4,821	0.7	4,849
					21,469	21,130	2.9	21,305
Banking HedgeServ Holding L.P.^	One stop	L + 8.00%	7.00% cash/2.00% PIK	02/2019	17,416	17,285	2.4	17,416
HedgeServ Holding	One stop	L + 6.00%	N/A	(4) 02/2019	-	(7 )	-	-

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

L.P. <sup>(3)</sup>									
Prommis Fin Co. <sup>(6)</sup>	Senior loan	P + 10.00%	13.25	% 06/2015	82	81	-	2	
Prommis Fin Co.* <sup>(6)</sup>	Senior loan	P + 13.75%	4.44% cash/11.50% PIK	06/2015	119	119	-	3	
					17,617	17,478	2.4	17,421	
Beverage, Food and Tobacco									
ABP Corporation	Senior loan	P + 3.50%	7.25	% 09/2018	167	161	-	167	
ABP Corporation*	Senior loan	L + 4.75%	6.00	% 09/2018	4,771	4,712	0.6	4,771	
ARG IH Corporation (Arby's)^	Senior loan	L + 3.75%	4.75	% 11/2020	2,326	2,302	0.3	2,338	
Atkins Nutritionals, Inc.*^	One stop	L + 5.00%	6.25	% 01/2019	17,873	17,668	2.4	17,828	
Atkins Nutritionals, Inc.*^	One stop	L + 8.50%	9.75	% 04/2019	21,636	21,361	2.9	21,690	
C. J. Foods, Inc. <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 05/2019	-	(8 )	-	-	
C. J. Foods, Inc. <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 05/2019	-	(11 )	-	-	
C. J. Foods, Inc.	One stop	L + 5.50%	6.50	% 05/2019	3,208	3,168	0.4	3,208	
Candy Intermediate Holdings, Inc. (Ferrara Candy)^	Senior loan	L + 6.25%	7.50	% 06/2018	4,862	4,771	0.7	4,838	
Firebirds International, LLC <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4) 05/2018	-	(2 )	-	-	
Firebirds International, LLC*	One stop	L + 6.25%	7.50	% 05/2018	1,090	1,078	0.1	1,090	
Firebirds International, LLC	One stop	L + 6.25%	7.50	% 05/2018	304	300	-	304	
Firebirds International, LLC <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4) 05/2018	-	(4 )	-	-	
First Watch Restaurants, Inc. <sup>(3)</sup>	One stop	L + 7.50%	N/A	(4) 12/2018	-	(21 )	-	-	
First Watch Restaurants, Inc.*^	One stop	L + 7.50%	8.75	% 12/2018	14,290	14,147	1.9	14,290	

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

First Watch Restaurants, Inc.^	One stop	L + 7.50%	8.75	% 12/2018	1,747	1,742	0.2	1,747
IT'SUGAR LLC	Senior loan	L + 7.50%	9.00	% 04/2018	7,527	7,433	1.0	7,527
IT'SUGAR LLC	Subordinated debt	N/A	5.00	% 10/2017	1,707	1,707	0.2	1,646
Julio & Sons Company	One stop	L + 5.50%	6.50	% 09/2017	628	620	0.1	628
Julio & Sons Company*	One stop	L + 5.50%	6.50	% 09/2017	6,942	6,891	0.9	6,942
Julio & Sons Company <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 09/2017	-	(27 )	-	-
Northern Brewer, LLC	One stop	P + 7.25%	8.50% cash/2.00% PIK	02/2018	690	680	0.1	513
Northern Brewer, LLC	One stop	P + 7.25%	8.50% cash/2.00% PIK	02/2018	6,410	6,306	0.7	4,808
Tate's Bake Shop, Inc. <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 08/2019	-	(4 )	-	-
Tate's Bake Shop, Inc.^	Senior loan	L + 4.75%	5.75	% 08/2019	2,993	2,966	0.4	2,993
Tate's Bake Shop, Inc. <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 08/2019	-	(5 )	-	-
Uinta Brewing Company	One stop	P + 4.75%	8.00	% 08/2019	123	116	-	123
Uinta Brewing Company^	One stop	L + 6.00%	7.00	% 08/2019	3,220	3,191	0.4	3,220

See Notes to Consolidated Financial Statements



**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited) - (continued)****March 31, 2015***(In thousands)*

	Investment	Spread Above	Interest	Maturity	Principal / Par		Percentage	
	Type	Index <sup>(1)</sup>	Rate <sup>(2)</sup>	Date	Amount	Cost	of Net Assets	Fair Value
United Craft Brews LLC	One stop	L + 6.25%	7.25 %	03/2020	677	661	0.1	664
United Craft Brews LLC <sup>(3)</sup>	One stop	L + 6.25%	N/A <sup>(4)</sup>	03/2020	-	(16 )	-	(14 )
United Craft Brews LLC	One stop	L + 6.25%	7.25 %	03/2020	12,219 115,410	11,949 113,832	1.6 15.0	12,097 113,418
Building and Real Estate Accruent, LLC*	One stop	L + 6.25%	7.28 %	11/2019	4,745	4,701	0.6	4,697
Brooks Equipment Company, LLC <sup>(3)</sup>	One stop	L + 5.75%	N/A <sup>(4)</sup>	08/2020	-	(18 )	-	-
Brooks Equipment Company, LLC*^	One stop	L + 5.75%	6.75 %	08/2020	26,464	26,109	3.6	26,464
ITEL Laboratories, Inc. <sup>(3)</sup>	Senior loan	L + 4.75%	N/A <sup>(4)</sup>	06/2018	-	(1 )	-	-
ITEL Laboratories, Inc.*	Senior loan	L + 4.75%	6.00 %	06/2018	752 31,961	746 31,537	0.1 4.3	752 31,913
Cargo Transport RP Crown Parent (RedPrairie Corp)*	Senior loan	L + 5.00%	6.00 %	12/2018	1,960	1,935	0.3	1,934
Chemicals, Plastics and Rubber								
Flexan, LLC <sup>(3)</sup>	One stop	L + 5.75%	N/A <sup>(4)</sup>	02/2020	-	(7 )	-	(7 )
Flexan, LLC	One stop	L + 5.75%	6.75 %	02/2020	6,183	6,123	0.8	6,121
Flexan, LLC <sup>(3)</sup>	One stop	L + 5.75%	N/A <sup>(4)</sup>	02/2020	- 6,183	- 6,116	- 0.8	(17 ) 6,097
Containers, Packaging and Glass								
Fort Dearborn Company* <sup>(8)</sup>	Senior loan	P + 3.25%	6.13 %	10/2017	7	6	-	7
Fort Dearborn Company*^	Senior loan	L + 4.25%	5.25 %	10/2017	486	484	0.1	486
	Senior loan	P + 3.75%	6.60 %	10/2018	24	24	-	24

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Fort Dearborn Company <sup>(8)</sup>									
Fort Dearborn Company <sup>*^</sup>	Senior loan	L + 4.75%	5.75	%	10/2018	2,169	2,158	0.3	2,169
Packaging Coordinators, Inc. <sup>*^</sup>	Senior loan	L + 4.25%	5.25	%	08/2021	14,925	14,788	2.0	14,822
Packaging Coordinators, Inc.	Second lien	L + 8.00%	9.00	%	08/2022	10,000	9,907	1.3	9,750
						27,611	27,367	3.7	27,258
Diversified Conglomerate Manufacturing									
Chase Industries, Inc. <sup>*^</sup>	One stop	L + 5.75%	6.75	%	09/2020	20,984	20,794	2.8	20,984
Chase Industries, Inc. <sup>(3)</sup>	One stop	L + 5.75%	N/A	(4)	09/2020	-	(20 )	-	-
Chase Industries, Inc.	One stop	L + 5.75%	6.75	%	09/2020	2,055	2,011	0.3	2,055
ICCN Acquisition Corp. <sup>(3)</sup>	One stop	L + 5.25%	N/A	(4)	03/2019	-	(4 )	-	-
ICCN Acquisition Corp. <sup>^</sup>	One stop	L + 5.25%	6.25	%	03/2019	3,978	3,923	0.5	3,978
ICCN Acquisition Corp. <sup>(3)</sup>	One stop	L + 5.25%	N/A	(4)	03/2019	-	(12 )	-	-
Onicon Incorporated <sup>(3)</sup>	One stop	L + 4.50%	N/A	(4)	12/2017	-	(9 )	-	-
Onicon Incorporated <sup>*</sup>	One stop	L + 4.50%	5.55	%	12/2017	5,574	5,505	0.8	5,574
Plex Systems, Inc. <sup>(3)</sup>	One stop	L + 7.50%	N/A	(4)	06/2018	-	(26 )	-	-
Plex Systems, Inc. <sup>*^</sup>	One stop	L + 7.50%	8.75	%	06/2018	18,797	18,420	2.5	18,797
Sunless Merger Sub, Inc.	Senior loan	P + 4.00%	7.25	%	07/2016	106	105	-	88
Sunless Merger Sub, Inc. <sup>*</sup>	Senior loan	L + 5.25%	6.50	%	07/2016	1,756	1,750	0.2	1,405
TIDI Products, LLC <sup>(3)</sup>	One stop	L + 6.50%	N/A	(4)	07/2017	-	(9 )	-	-
TIDI Products, LLC <sup>*^</sup>	One stop	L + 6.50%	7.75	%	07/2018	16,636	16,437	2.3	16,636
Vintage Parts, Inc. <sup>*</sup>	One stop	L + 4.50%	5.75	%	12/2015	3,913	3,897	0.5	3,913
Vintage Parts, Inc. <sup>*</sup>	One stop	L + 4.50%	5.75	%	12/2015	54	54	-	54
Vintage Parts, Inc. <sup>*</sup>	One stop	L + 4.50%	5.75	%	12/2015	818	820	0.1	818
						74,671	73,636	10.0	74,302
Diversified Conglomerate Service									
Accellos, Inc. <sup>(3)</sup>	One stop	L + 5.75%	N/A	(4)	07/2020	-	(18 )	-	-
Accellos, Inc. <sup>*^</sup>	One stop	L + 5.75%	6.76	%	07/2020	30,957	30,617	4.2	30,957
Aderant North America, Inc. <sup>^</sup>	Senior loan	L + 4.25%	5.25	%	12/2018	449	445	0.1	449
Agility Recovery Solutions Inc.	One stop	L + 6.50%	7.90	%	03/2020	173	167	-	166
Agility Recovery Solutions Inc. <sup>^</sup>	One stop	L + 6.50%	7.50	%	03/2020	10,404	10,301	1.4	10,300
Bomgar Corporation <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	05/2019	-	(16 )	-	-
Bomgar Corporation <sup>*</sup>	One stop	L + 6.00%	7.00	%	05/2020	29,276	28,835	4.0	29,276
Daxko, LLC <sup>(3)</sup>	One stop	L + 7.25%	N/A	(4)	03/2019	-	(21 )	-	-
Daxko, LLC <sup>*</sup>	One stop	L + 7.25%	8.25	%	03/2019	16,840	16,595	2.3	16,840
DISA Holdings Acquisition Subsidiary Corp.	Senior loan	L + 4.50%	5.50	%	12/2020	80	70	-	80
DISA Holdings Acquisition Subsidiary	Senior loan	L + 4.50%	5.50	%	12/2020	4,637	4,593	0.6	4,637

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Corp.^

Host Analytics, Inc. <sup>(3)</sup>	One stop	L + 0.00%	N/A	(4)	02/2020	-	(6	)	-	(6	)
Host Analytics, Inc.	One stop	N/A	10.75	%	02/2020	2,937	2,887		0.4	2,915	
Integration Appliance, Inc.	One stop	L + 8.25%	9.50	%	09/2018	719	712		0.1	719	
Integration Appliance, Inc.	One stop	L + 8.25%	9.50	%	09/2018	5,396	5,301		0.7	5,396	
Integration Appliance, Inc.	One stop	L + 8.25%	9.50	%	06/2019	7,914	7,747		1.1	7,914	

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited) - (continued)****March 31, 2015***(In thousands)*

	Investment Type	Spread	Interest Rate <sup>(2)</sup>	Maturity Date	Principal / Par Amount	Cost	Percentage	
		Above Index <sup>(1)</sup>					of Net Assets	Fair Value
Marathon Data Operating Co., LLC <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4) 08/2017	-	(5 )	-	-
Marathon Data Operating Co., LLC	One stop	L + 6.25%	7.50	% 08/2017	4,573	4,517	0.6	4,573
NetSmart Technologies, Inc. <sup>(3)</sup>	One stop	L + 5.25%	N/A	(4) 02/2019	-	(34 )	-	(34 )
NetSmart Technologies, Inc.*^	One stop	L + 5.25%	6.25	% 02/2019	25,390	25,142	3.4	25,136
PC Helps Support, LLC <sup>(3)</sup>	Senior loan	L + 5.00%	N/A	(4) 09/2017	-	(1 )	-	-
PC Helps Support, LLC	Senior loan	L + 5.25%	6.50	% 09/2017	1,543	1,532	0.2	1,543
Secure-24, LLC <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4) 08/2017	-	(4 )	-	-
Secure-24, LLC*	One stop	L + 6.00%	7.25	% 08/2017	10,380	10,229	1.4	10,380
Secure-24, LLC^	One stop	L + 6.00%	7.25	% 08/2017	1,518	1,502	0.2	1,518
Source Medical Solutions, Inc.	Second lien	L + 8.00%	9.00	% 03/2018	9,294	9,168	1.3	9,294
Vendavo, Inc. <sup>(3)</sup>	One stop	L + 8.50%	N/A	(4) 10/2019	-	(14 )	-	-
Vendavo, Inc.	One stop	L + 8.50%	9.50	% 10/2019	15,501	15,184	2.1	15,501
					177,981	175,425	24.1	177,554
Electronics Appriss Holdings, Inc.	Senior loan	L + 4.75%	5.75	% 11/2020	36	(5 )	-	36
Appriss Holdings, Inc.*	Senior loan	L + 4.75%	5.75	% 11/2020	18,144	17,888	2.5	18,144
	One stop	L + 6.25%	N/A	(4) 03/2019	-	(15 )	-	-

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

ECI Acquisition Holdings, Inc. <sup>(3)</sup>									
ECI Acquisition Holdings, Inc. <sup>^</sup>	One stop	L + 6.25%	7.25	% 03/2019	22,103	21,775	3.0	22,103	
ECI Acquisition Holdings, Inc.	One stop	L + 6.25%	7.25	% 03/2019	1,431	1,360	0.2	1,431	
Rogue Wave Holdings, Inc.* <sup>^</sup>	One stop	L + 9.01%	10.01	% 12/2018	10,348	10,249	1.4	10,348	
Sloan Company, Inc., The <sup>(3)</sup>	One stop	L + 7.50%	N/A	(4) 10/2018	-	(12 )	-	-	
Sloan Company, Inc., The* <sup>^</sup>	One stop	L + 7.50%	8.75	% 10/2018	12,860	12,744	1.7	12,860	
Sparta Holding Corporation <sup>(3)</sup>	One stop	L + 6.50%	N/A	(4) 07/2020	-	(34 )	-	-	
Sparta Holding Corporation* <sup>^</sup>	One stop	L + 6.50%	7.50	% 07/2020	23,241	22,985	3.2	23,241	
Syncsort Incorporated <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 03/2019	-	(1 )	-	-	
Syncsort Incorporated <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 03/2019	-	(4 )	-	-	
Syncsort Incorporated*	Senior loan	L + 4.75%	5.75	% 03/2019	2,022	2,006	0.3	2,022	
Systems Maintenance Services Holding, Inc. <sup>^</sup>	Senior loan	L + 4.25%	5.25	% 10/2019	2,637	2,627	0.4	2,637	
Taxware, LLC* <sup>^</sup>	Second lien	L + 8.38%	9.38	% 10/2019	19,979	19,709	2.7	19,979	
Watchfire Enterprises, Inc.	Second lien	L + 8.00%	9.00	% 10/2021	9,435	9,226	1.3	9,435	
					122,236	120,498	16.7	122,236	
Finance									
Ascensus, Inc. <sup>(3)</sup>	One stop	L + 4.00%	N/A	(4) 11/2018	-	(14 )	-	-	
Ascensus, Inc. <sup>^</sup>	One stop	L + 4.00%	5.00	% 12/2019	4,172	4,106	0.6	4,172	
Ascensus, Inc.* <sup>^</sup>	One stop	L + 8.00%	9.00	% 12/2020	6,337	6,158	0.9	6,337	
Pillar Processing LLC* <sup>(6)</sup>	Senior loan	L + 5.50%	5.75	% 11/2018	447	445	-	-	
Pillar Processing LLC* <sup>(6)</sup>	Senior loan	N/A	14.50	% 05/2019	2,377	2,369	-	-	
					13,333	13,064	1.5	10,509	
Grocery									
MyWebGrocer, Inc. <sup>(3)</sup>	One stop	L + 8.75%	N/A	(4) 05/2018	-	(14 )	-	-	
MyWebGrocer, Inc. <sup>^</sup>	One stop	L + 8.75%	10.00	% 05/2018	14,271	14,086	1.9	14,271	
Teasdale Quality Foods, Inc.*	Senior loan	L + 4.25%	5.25	% 10/2020	4,675	4,588	0.6	4,675	
					18,946	18,660	2.5	18,946	
Healthcare, Education and Childcare									
	Senior loan	L + 4.00%	5.00	% 10/2020	2,458	2,436	0.3	2,458	

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Agilitas USA, Inc.^									
Avatar International, LLC	One stop	L + 7.89%	6.19% cash/2.95% PIK	09/2016	538	535	0.1	538	
Avatar International, LLC*	One stop	L + 7.89%	6.19% cash/2.95% PIK	09/2016	7,653	7,617	0.5	3,827	
Avatar International, LLC	One stop	L + 7.89%	6.19% cash/2.95% PIK	09/2016	1,651	1,645	0.1	826	
California Cryobank, LLC	One stop	P + 4.25%	7.50	% 08/2019	86	84	-	86	
California Cryobank, LLC^	One stop	L + 5.50%	6.50	% 08/2019	1,550	1,537	0.2	1,550	
California Cryobank, LLC	One stop	L + 5.50%	6.50	% 08/2019	43	41	-	43	
Certara L.P.	One stop	P + 5.00%	8.25	% 12/2018	770	754	0.1	770	
Certara L.P.*^	One stop	L + 6.25%	7.25	% 12/2018	26,692	26,400	3.6	26,692	
CPI Buyer, LLC (Cole-Parmer)*^	Senior loan	L + 4.50%	5.50	% 08/2021	7,980	7,692	1.1	7,990	
Curo Health Services LLC	Senior loan	L + 5.50%	6.50	% 02/2022	2,000	1,980	0.3	2,011	
Delta Educational Systems*	Senior loan	P + 4.75%	8.00	% 12/2016	1,631	1,616	0.2	1,501	
Delta Educational Systems <sup>(3)</sup>	Senior loan	L + 6.00%	N/A	(4) 12/2016	-	-	-	(7 )	
Dental Holdings Corporation <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 02/2020	-	(13 )	-	(11 )	
Dental Holdings Corporation	One stop	L + 5.50%	6.50	% 02/2020	6,608	6,462	0.9	6,542	
Dental Holdings Corporation <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 02/2020	-	(18 )	-	(15 )	
Encore GC Acquisition, LLC <sup>(3)</sup>	Senior loan	L + 4.50%	N/A	(4) 01/2020	-	(10 )	-	(10 )	
Encore GC Acquisition, LLC*	Senior loan	L + 4.50%	5.50	% 01/2020	3,502	3,451	0.5	3,449	
G & H Wire Company, Inc. <sup>(3)</sup>	Senior loan	L + 5.75%	N/A	(4) 12/2017	-	(5 )	-	-	

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited) - (continued)****March 31, 2015***(In thousands)*

	Investment	Spread	Interest	Maturity	Principal		Percentage	
	Type	Above	Rate(2)	Date	/ Par	Cost	of Fair	
		Index (1)			Amount		Net Assets	Value
G & H Wire Company, Inc.*^	Senior loan	L + 5.75%	6.75	% 12/2017	12,837	12,727	1.7	12,837
Global Healthcare Exchange, LLC(3)	One stop	L + 7.50%	N/A	(4) 03/2020	-	(21 )	-	-
Global Healthcare Exchange, LLC*^	One stop	L + 7.50%	8.50	% 03/2020	37,069	36,262	5.0	37,069
GSDM Holdings Corp.	Senior loan	L + 4.25%	5.25	% 06/2019	765	762	0.1	765
IntegraMed America, Inc.	One stop	L + 7.25%	8.50	% 09/2017	811	802	0.1	811
IntegraMed America, Inc.*^	One stop	L + 7.25%	8.50	% 09/2017	15,054	14,883	2.0	15,054
Joerns Healthcare, LLC	One stop	L + 5.00%	6.00	% 05/2020	9,745	9,662	1.3	9,668
Maverick Healthcare Group, LLC*	Senior loan	L + 5.50%	7.25	% 12/2016	1,963	1,935	0.3	1,963
Paradigm Management Services, LLC^	Senior loan	L + 4.50%	5.51	% 01/2019	2,726	2,708	0.4	2,726
Pentec Acquisition Sub, Inc.(3)	Senior loan	L + 5.00%	N/A	(4) 05/2017	-	(2 )	-	-
Pentec Acquisition	Senior loan	L + 5.00%	6.25	% 05/2018	1,666	1,648	0.2	1,666

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Sub, Inc.*									
Premise Health Holding Corp. <sup>(3)</sup>	One stop	L + 5.00%	N/A	(4) 06/2020	-	(39)	)	-	-
Premise Health Holding Corp.*^	One stop	L + 5.00%	6.00	% 06/2020	26,921	26,716	3.7	26,921	
Pyramid Healthcare, Inc.	One stop	P + 4.50%	7.75	% 08/2019	127	122	-	127	
Pyramid Healthcare, Inc.^	One stop	L + 5.75%	6.75	% 08/2019	7,569	7,511	1.0	7,569	
Radiology Partners, Inc. <sup>(3)</sup>	One stop	L + 5.00%	N/A	(4) 09/2020	-	(7)	)	-	-
Radiology Partners, Inc.*^	One stop	L + 5.00%	6.00	% 09/2020	17,123	16,875	2.3	17,123	
Radiology Partners, Inc. <sup>(3)</sup>	One stop	L + 5.00%	N/A	(4) 09/2020	-	(42)	)	-	-
Reliant Pro ReHab, LLC	Senior loan	P + 4.00%	7.25	% 06/2017	383	376	0.1	383	
Reliant Pro ReHab, LLC*	Senior loan	L + 5.00%	6.00	% 06/2017	3,263	3,237	0.4	3,263	
Southern Anesthesia and Surgical <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 11/2017	-	(8)	)	-	-
Southern Anesthesia and Surgical	One stop	L + 5.50%	6.50	% 11/2017	5,667	5,582	0.8	5,667	
Southern Anesthesia and Surgical <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 11/2017	-	(33)	)	-	-
Spear Education, LLC <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 08/2019	-	(5)	)	-	-
Spear Education, LLC*^	One stop	L + 5.50%	6.50	% 08/2019	5,990	5,950	0.8	5,990	
Spear Education, LLC <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 08/2019	-	-	-	-	-
Surgical Information Systems, LLC^	Senior loan	L + 3.50%	4.51	% 09/2018	1,983	1,979	0.3	1,983	
U.S. Anesthesia Partners, Inc.	One stop	L + 5.00%	6.00	% 12/2019	5,970	5,943	0.8	5,970	
WIL Research Company, Inc.*	Senior loan	L + 4.50%	5.75	% 02/2018	772	767	0.1	749	
Young Innovations, Inc.	Senior loan	P + 3.25%	6.50	% 01/2018	46	46	-	46	
	Senior loan	L + 4.25%	5.25	% 01/2019	1,153	1,146	0.2	1,153	



Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Young Innovations, Inc.*						222,765	219,686	29.5	217,743
Home and Office Furnishings, Housewares, and Durable Consumer Plano Molding Company, LLC^	Senior loan	L + 4.25%	5.25		% 10/2018	1,946	1,935	0.3	1,946
WII Components, Inc.	Senior loan	P + 3.50%	6.75		% 07/2018	6	5	-	6
WII Components, Inc.*	Senior loan	L + 4.50%	5.50		% 07/2018	1,108	1,103	0.2	1,108
Zenith Products Corporation <sup>(6)</sup>	One stop	P + 3.75%	7.00		% 09/2013	81	48	-	41
Zenith Products Corporation* <sup>(6)</sup>	One stop	P + 5.50%	8.75		% 09/2013	4,376	3,927	0.3	2,188
						7,517	7,018	0.8	5,289
Insurance Captive Resources Midco, LLC <sup>(3)</sup>	One stop	L + 5.00%	N/A		(4) 01/2019	-	(14 )	-	-
Captive Resources Midco, LLC*^	One stop	L + 5.00%	6.50		% 01/2019	19,603	19,448	2.7	19,603
						19,603	19,434	2.7	19,603
Investment Funds and Vehicles Senior Loan Fund LLC <sup>(7)(8)</sup>	Subordinated debt	L + 8.00%	8.17		% 05/2020	41,557	41,557	5.6	41,557
Leisure, Amusement, Motion Pictures and Entertainment Competitor Group, Inc.	One stop	L + 7.75%	9.00		% 11/2018	884	875	0.1	769
Competitor Group, Inc.*	One stop	L + 9.25%	9.00% cash/1.50% PIK		11/2018	12,856	12,721	1.6	11,570
Octane Fitness, LLC <sup>(3)</sup>	One stop	L + 5.25%	N/A		(4) 10/2018	-	(3 )	-	-
Octane Fitness, LLC*	One stop	L + 5.25%	6.50		% 10/2018	7,910	7,881	1.1	7,910

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Self Esteem Brands, LLC <sup>(3)</sup>	Senior loan	L + 4.00%	N/A	(4) 02/2020	-	(4 )	-	-
Self Esteem Brands, LLC <sup>^</sup>	Senior loan	L + 4.00%	5.00	% 02/2020	3,931	3,912	0.5	3,931
Starplex Operating, L.L.C. <sup>(3)</sup>	One stop	L + 7.00%	N/A	(4) 12/2017	-	(11 )	-	-
Starplex Operating, L.L.C. <sup>*^</sup>	One stop	L + 7.00%	8.00	% 12/2017	10,029	9,887	1.4	10,029
Titan Fitness, LLC <sup>(3)</sup>	One stop	L + 6.50%	N/A	(4) 09/2019	-	(20 )	-	-
Titan Fitness, LLC <sup>*</sup>	One stop	L + 6.50%	7.75	% 09/2019	13,533	13,299	1.8	13,533
Titan Fitness, LLC <sup>(3)</sup>	One stop	L + 6.50%	N/A	(4) 09/2019	-	(20 )	-	-
					49,143	48,517	6.5	47,742
Mining, Steel, Iron and Non-Precious Metals								
Benetech, Inc.	One stop	P + 7.75%	11.00	% 10/2017	373	366	0.1	373

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited) - (continued)****March 31, 2015***(In thousands)*

	Investment	Spread Above	Interest	Maturity	Principal / Par		Percentage of	Fair
	Type	Index <sup>(1)</sup>	Rate <sup>(2)</sup>	Date	Amount	Cost	Net Assets	Value
Benetech, Inc.*	One stop	L + 9.00%	10.25 %	10/2017	4,882	4,850	0.7	4,882
					5,255	5,216	0.8	5,255
Oil and Gas								
Drilling Info, Inc. <sup>(3)(5)</sup>	One stop	L + 5.00%	N/A <sup>(4)</sup>	06/2018	-	(1 )	-	-
Drilling Info, Inc. <sup>(5)</sup>	One stop	L + 5.00%	6.00 %	06/2018	1,291	1,282	0.2	1,291
Drilling Info, Inc. <sup>(3)(5)</sup>	One stop	L + 5.00%	N/A <sup>(4)</sup>	06/2018	-	(6 )	-	-
					1,291	1,275	0.2	1,291
Personal and Non-Durable Consumer Products								
The Hygenic Corporation <sup>(3)</sup>	Senior loan	L + 5.00%	N/A <sup>(4)</sup>	10/2019	-	(5 )	-	(5 )
The Hygenic Corporation*	Senior loan	L + 5.00%	6.00 %	10/2020	3,284	3,235	0.4	3,234
Massage Envy, LLC <sup>(3)</sup>	One stop	L + 7.25%	N/A <sup>(4)</sup>	09/2018	-	(11 )	-	-
Massage Envy, LLC*	One stop	L + 7.25%	8.50 %	09/2018	15,995	15,763	2.2	15,995
Orthotics Holdings, Inc. <sup>(3)</sup>	One stop	L + 5.00%	N/A <sup>(4)</sup>	02/2020	-	(15 )	-	(13 )
Orthotics Holdings, Inc. <sup>(3)(8)</sup>	One stop	L + 5.00%	N/A <sup>(4)</sup>	02/2020	-	(2 )	-	(1 )
Orthotics Holdings, Inc.*	One stop	L + 5.00%	6.00 %	02/2020	8,503	8,398	1.1	8,418
Orthotics Holdings, Inc.* <sup>(8)</sup>	One stop	L + 5.00%	6.00 %	02/2020	1,394	1,377	0.2	1,380
Orthotics Holdings, Inc. <sup>(3)</sup>	One stop	L + 5.00%	N/A <sup>(4)</sup>	02/2020	-	(17 )	-	(14 )
Rug Doctor LLC <sup>(3)</sup>	Senior loan	L + 5.25%	N/A <sup>(4)</sup>	12/2016	-	(7 )	-	-
Rug Doctor LLC*	Senior loan	L + 5.25%	6.25 %	12/2016	5,226	5,196	0.7	5,226
Team Technologies Acquisition Company^	Senior loan	L + 4.75%	6.00 %	12/2017	4,807	4,772	0.7	4,807
Team Technologies Acquisition Company	Senior loan	P + 3.50%	6.75 %	12/2017	101	99	-	101
					39,310	38,783	5.3	39,128
Personal, Food and Miscellaneous Services								
Focus Brands Inc.^	Second lien	L + 9.00%	10.25 %	08/2018	11,194	11,105	1.5	11,250
Ignite Restaurant Group, Inc (Joe's Crab Shack)^	One stop	L + 7.00%	8.00 %	02/2019	6,139	6,060	0.8	6,139
PetVet Care Centers LLC <sup>(3)</sup>	Senior loan	L + 4.50%	N/A <sup>(4)</sup>	12/2019	-	(24 )	-	(14 )

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

PetVet Care Centers LLC <sup>(3)</sup>	Senior loan	L + 4.50%	N/A	(4)	12/2020	-	(44 )	-	(25 )
PetVet Care Centers LLC*^	Senior loan	L + 4.50%	5.50	%	12/2020	11,911	11,698	1.6	11,791
Vetcor Merger Sub LLC <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	12/2017	-	(5 )	-	-
Vetcor Merger Sub LLC*^	One stop	L + 6.00%	6.75	%	12/2017	5,803	5,734	0.8	5,803
Vetcor Merger Sub LLC <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	12/2017	-	(15 )	-	-
Vetcor Merger Sub LLC^	One stop	L + 6.00%	6.75	%	12/2017	368	368	-	368
Vetcor Merger Sub LLC^	One stop	L + 6.00%	6.75	%	12/2017	569	569	0.1	569
Vetcor Merger Sub LLC^	One stop	L + 6.00%	6.75	%	12/2017	381	381	0.1	381
Vetcor Merger Sub LLC^	One stop	L + 6.00%	6.75	%	12/2017	644	644	0.1	644
Vetcor Merger Sub LLC^	One stop	L + 6.00%	6.75	%	12/2017	62	62	-	62
Vetcor Merger Sub LLC	One stop	L + 6.00%	6.75	%	12/2017	841	841	0.1	841
						37,912	37,374	5.1	37,809
Printing and Publishing									
Market Track, LLC	One stop	P + 5.00%	8.25	%	10/2019	554	532	0.1	554
Market Track, LLC*^	One stop	L + 6.00%	7.25	%	10/2019	29,124	28,828	3.9	29,124
Market Track, LLC	One stop	L + 6.00%	7.25	%	10/2019	2,208	2,187	0.3	2,208
Market Track, LLC	One stop	L + 6.00%	7.25	%	10/2019	415	381	0.1	415
						32,301	31,928	4.4	32,301
Retail Stores									
Benihana, Inc.	One stop	P + 4.25%	7.50	%	07/2018	434	381	0.1	434
Benihana, Inc.*^	One stop	L + 5.50%	6.75	%	01/2019	15,475	15,114	2.1	15,475
Capital Vision Services, LLC <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	12/2019	-	(20 )	-	-
Capital Vision Services, LLC*^	One stop	L + 6.00%	7.00	%	12/2019	26,718	26,487	3.6	26,718
Capital Vision Services, LLC^	One stop	L + 6.00%	7.00	%	12/2019	1,506	1,494	0.2	1,506
Capital Vision Services, LLC	One stop	L + 6.00%	7.00	%	12/2019	1,518	1,511	0.2	1,518
Capital Vision Services, LLC	One stop	L + 6.00%	7.00	%	12/2019	771	762	0.1	771
Cycle Gear, Inc.	One stop	L + 6.00%	7.00	%	01/2020	290	272	-	275
Cycle Gear, Inc.	One stop	L + 6.00%	7.00	%	01/2020	6,519	6,379	0.9	6,454
DentMall MSO, LLC	One stop	L + 5.00%	6.00	%	07/2019	1,232	1,209	0.2	1,232
DentMall MSO, LLC	One stop	L + 5.00%	6.00	%	07/2019	10,303	10,214	1.4	10,303
DTLR, Inc.*^	One stop	L + 8.00%	11.00	%	12/2015	15,459	15,420	2.1	15,459
Elite Sportswear, L.P. <sup>(3)</sup>	Senior loan	L + 5.00%	N/A	(4)	03/2020	-	(7 )	-	(7 )
Elite Sportswear, L.P.	Senior loan	L + 5.00%	6.00	%	03/2020	2,863	2,807	0.4	2,835
Express Oil Change, LLC	Senior loan	L + 5.00%	6.00	%	12/2017	152	148	-	152
Express Oil Change, LLC*	Senior loan	L + 5.00%	6.00	%	12/2017	3,772	3,741	0.5	3,772
Express Oil Change, LLC	Senior loan	L + 5.00%	6.00	%	12/2017	107	106	-	107
Express Oil Change, LLC	Senior loan	L + 5.00%	6.00	%	12/2017	1,406	1,400	0.2	1,406

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited) - (continued)****March 31, 2015***(In thousands)*

	Investment	Spread Above	Interest	Maturity	Principal / Par		Percentage	
	Type	Index <sup>(1)</sup>	Rate <sup>(2)</sup>	Date	Amount	Cost	of Net Assets	Fair Value
Floor & Decor Outlets of America, Inc.*^	One stop	L + 6.50%	7.75 %	05/2019	11,186	11,091	1.5	11,186
Marshall Retail Group, LLC, The	One stop	L + 6.00%	7.00 %	08/2019	585	560	0.1	585
Marshall Retail Group, LLC, The <sup>(3)</sup>	One stop	L + 6.00%	N/A <sup>(4)</sup>	08/2020	-	(10 )	-	-
Marshall Retail Group, LLC, The^	One stop	L + 6.00%	7.00 %	08/2020	12,392	12,253	1.7	12,392
Paper Source, Inc. <sup>(3)</sup>	One stop	L + 6.25%	N/A <sup>(4)</sup>	09/2018	-	(9 )	-	-
Paper Source, Inc.*^	One stop	L + 6.25%	7.25 %	09/2018	12,514	12,426	1.7	12,514
Restaurant Holding Company, LLC	Senior loan	L + 7.75%	8.75 %	02/2019	4,952	4,913	0.6	4,357
Rubio's Restaurants, Inc	Senior loan	L + 4.75%	6.00 %	11/2018	4,094	4,094	0.6	4,094
Sneaker Villa, Inc.	One stop	P + 7.00%	11.50 %	12/2017	1,253	1,238	0.2	1,253
Sneaker Villa, Inc.	One stop	L + 8.50%	10.00 %	12/2017	4,375	4,297	0.6	4,375
Sneaker Villa, Inc.^	One stop	L + 8.50%	10.00 %	12/2017	627	619	0.1	627
Sneaker Villa, Inc.^	One stop	L + 8.50%	10.00 %	12/2017	1,222	1,208	0.2	1,222
Sneaker Villa, Inc. <sup>(3)</sup>	One stop	L + 8.50%	N/A <sup>(4)</sup>	12/2017	-	(14 )	-	-
Sneaker Villa, Inc.^	One stop	L + 8.50%	10.00 %	12/2017	4,207	4,172	0.6	4,207
Sneaker Villa, Inc.	One stop	L + 8.50%	10.00 %	12/2017	2,255	2,235	0.3	2,255
Specialty Catalog Corp. <sup>(3)</sup>	One stop	L + 6.00%	N/A <sup>(4)</sup>	07/2017	-	(4 )	-	-
Specialty Catalog Corp.	One stop	L + 6.00%	7.50 %	07/2017	4,449	4,422	0.6	4,449
Vision Source L.P.	One stop	L + 6.00%	7.00 %	08/2019	205	202	-	205
Vision Source L.P.*^	One stop	L + 6.00%	7.00 %	08/2019	17,671	17,568	2.4	17,671
					170,512	168,679	23.2	169,802
Telecommunications								

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Arise Virtual Solutions, Inc. <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4)	12/2018	-	(10)	)	-	-
Arise Virtual Solutions, Inc.*^	One stop	L + 5.50%	6.75	%	12/2018	13,692	13,591	1.9		13,692
Hosting.com Inc.	Senior loan	P + 3.25%	6.50	%	12/2017	27	26	-		27
Hosting.com Inc.*	Senior loan	L + 4.50%	5.75	%	12/2017	826	817	0.1		826
ITC Global, Inc.	One stop	L + 6.75%	8.15	%	07/2018	1,445	1,434	0.2		1,445
ITC Global, Inc.*	One stop	L + 6.75%	7.75	%	07/2018	8,215	8,153	1.1		8,215
ITC Global, Inc.^	One stop	L + 6.75%	7.75	%	07/2018	1,402	1,391	0.2		1,402
						25,607	25,402	3.5		25,607
Textile and Leather 5.11, Inc.*^	Senior loan	L + 5.00%	6.00	%	02/2020	1,025	1,021	0.1		1,028
Southern Tide, LLC	One stop	L + 6.75%	7.75	%	06/2019	268	260	-		268
Southern Tide, LLC^	One stop	L + 6.75%	7.75	%	06/2019	4,075	4,041	0.6		4,075
						5,368	5,322	0.7		5,371
Utilities										
PowerPlan Consultants, Inc. <sup>(3)</sup>	Senior loan	L + 5.25%	N/A	(4)	02/2021	-	(26)	)	-	(27)
PowerPlan Consultants, Inc.^	Senior loan	L + 5.25%	6.25	%	02/2022	17,171	16,918	2.3		16,914
						17,171	16,892	2.3		16,887
Total debt investments United States						\$1,379,613	\$1,361,721	184.4	%	\$1,359,692
Fair Value as a percentage of Principal Amount										98.6 %

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited) - (continued)****March 31, 2015***(In thousands)*

	Investment Type	Spread Above Index (1)	Interest Rate(2)	Maturity Date	Shares / Contracts	Cost	Percentage of Net Assets	Fair Value
<b>Equity Investments <sup>(9)</sup></b>								
Aerospace and Defense NTS Technical Systems	Common stock	N/A	N/A	N/A	2	\$1,506	0.3	% \$1,995
Tresys Technology Holdings, Inc.	Common stock	N/A	N/A	N/A	295	295	-	-
Whitcraft LLC	Preferred stock B	N/A	N/A	N/A	1	670	0.1	499
Whitcraft LLC	Warrant	N/A	N/A	N/A	-	-	-	97
						2,471	0.4	2,591
<b>Automobile</b>								
K&N Engineering, Inc.	Preferred stock A	N/A	N/A	N/A	-	-	-	9
K&N Engineering, Inc.	Preferred stock B	N/A	N/A	N/A	-	-	-	9
K&N Engineering, Inc.	Common stock	N/A	N/A	N/A	-	-	-	74
						-	-	92
<b>Beverage, Food and Tobacco</b>								
Atkins Nutritionals, Inc.	LLC interest	N/A	N/A	N/A	57	746	0.2	1,420
C. J. Foods, Inc.	Preferred stock	N/A	N/A	N/A	0	157	-	162
First Watch Restaurants, Inc.	Common stock	N/A	N/A	N/A	8	816	0.1	951
Goode Seed Co-Invest, LLC	LLC units	N/A	N/A	N/A	356	356	0.1	437
Julio & Sons Company	LLC interest	N/A	N/A	N/A	521	521	0.1	499
Northern Brewer, LLC	LLC interest	N/A	N/A	N/A	438	362	-	25
Richelieu Foods, Inc.	LP interest	N/A	N/A	N/A	220	220	-	116
Tate's Bake Shop, Inc.	LP interest	N/A	N/A	N/A	-	462	-	474
Uinta Brewing Company	LP interest	N/A	N/A	N/A	-	462	0.1	486
United Craft Brews LLC	LP interest	N/A	N/A	N/A	-	657	0.1	657
						4,759	0.7	5,227
<b>Buildings and Real Estate</b>								
Brooks Equipment Company, LLC	Common stock	N/A	N/A	N/A	10	1,021	0.1	1,045
<b>Chemicals, Plastics and Rubber</b>								
Flexan, LLC	Preferred stock	N/A	N/A	N/A	-	73	-	73
Flexan, LLC	Common stock	N/A	N/A	N/A	1	-	-	-
						73	-	73

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Containers, Packaging and  
Glass

Packaging Coordinators, Inc. <sup>(8)</sup>	Common stock	N/A	N/A	N/A	25	2,065	0.4	2,517
Packaging Coordinators, Inc.	Common stock	N/A	N/A	N/A	48	1,563	0.3	2,175
						3,628	0.7	4,692

Diversified Conglomerate  
Manufacturing

Chase Industries, Inc.	LLC units	N/A	N/A	N/A	1	1,186	0.2	1,227
ICCN Acquisition Corp.	Preferred stock	N/A	N/A	N/A	-	162	-	159
ICCN Acquisition Corp.	Common stock	N/A	N/A	N/A	-	-	-	-
Sunless Merger Sub, Inc.	LP interest	N/A	N/A	N/A	-	160	-	-
TIDI Products, LLC	LLC units	N/A	N/A	N/A	353	207	0.1	561
						1,715	0.3	1,947

Diversified Conglomerate  
Service

Agility Recovery Solutions Inc.	Preferred stock	N/A	N/A	N/A	67	430	0.1	430
Daxko, LLC	LLC units	N/A	N/A	N/A	219	219	-	238
DISA Holdings Acquisition Subsidiary Corp.	Common stock	N/A	N/A	N/A	-	154	-	154
Host Analytics, Inc.	Warrant	N/A	N/A	N/A	180	-	-	-
Marathon Data Operating Co., LLC	LLC units	N/A	N/A	N/A	1	264	0.1	628
Marathon Data Operating Co., LLC	LLC units	N/A	N/A	N/A	1	264	-	17
PC Helps Support, LLC	Common stock	N/A	N/A	N/A	1	7	-	4
PC Helps Support, LLC	Preferred stock A	N/A	N/A	N/A	-	61	-	76
Secure-24, LLC	LLC units	N/A	N/A	N/A	263	263	0.1	380
Vendavo, Inc.	Preferred stock A	N/A	N/A	N/A	827	827	0.1	827
						2,489	0.4	2,754

Electronics

ECI Acquisition Holdings, Inc.	Common stock	N/A	N/A	N/A	9	873	0.1	1,044
Sparta Holding Corporation	Common stock	N/A	N/A	N/A	1	567	0.1	587
Sparta Holding Corporation	Common stock	N/A	N/A	N/A	235	6	-	-
						1,446	0.2	1,631

Grocery

MyWebGrocer, Inc.	LLC units	N/A	N/A	N/A	1,418	1,446	0.2	1,414
-------------------	-----------	-----	-----	-----	-------	-------	-----	-------

Healthcare, Education and  
Childcare

Advanced Pain Management Holdings, Inc.	Common stock	N/A	N/A	N/A	67	67	0.1	362
Advanced Pain Management Holdings, Inc.	Preferred stock	N/A	N/A	N/A	8	829	0.1	975

See Notes to Consolidated Financial Statements



**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited) - (continued)****March 31, 2015***(In thousands)*

	Investment Type	Spread Above Index (1)	Interest Rate <sup>(2)</sup>	Maturity Date	Shares / Contracts	Cost	Percentage of Net Assets	Fair Value
Avatar International, LLC	LP interest	N/A	N/A	N/A	1	741	-	-
California Cryobank, LLC	LLC units	N/A	N/A	N/A	-	28	-	31
California Cryobank, LLC	LLC units	N/A	N/A	N/A	-	-	-	-
Certara L.P.	LP interest	N/A	N/A	N/A	-	635	0.1	683
Dental Holdings Corporation	LLC units	N/A	N/A	N/A	734	734	0.1	734
Dialysis Newco, Inc.	LLC units	N/A	N/A	N/A	871	-	0.4	2,640
Encore Rehabilitation Services, LLC	LLC units	N/A	N/A	N/A	14	141	-	141
Encore Rehabilitation Services, LLC	LLC units	N/A	N/A	N/A	14	-	-	-
G & H Wire Company, Inc.	LP interest	N/A	N/A	N/A	-	102	-	131
Global Healthcare Exchange, LLC	Common stock	N/A	N/A	N/A	-	5	-	26
Global Healthcare Exchange, LLC	Preferred stock	N/A	N/A	N/A	-	481	0.1	522
IntegraMed America, Inc.	Common stock	N/A	N/A	N/A	1	875	0.1	542
Northwestern Management Services, LLC	LLC units	N/A	N/A	N/A	3	3	-	66
Northwestern Management Services, LLC	LLC units	N/A	N/A	N/A	-	249	-	297
Pentec Acquisition Sub, Inc.	Preferred stock	N/A	N/A	N/A	1	116	-	195
Radiology Partners, Inc.	LLC units	N/A	N/A	N/A	43	85	-	80
Reliant Pro ReHab, LLC	Preferred stock A	N/A	N/A	N/A	2	183	0.2	958
Southern Anesthesia and Surgical	LLC units	N/A	N/A	N/A	487	487	0.1	660
Spear Education, LLC	LLC units	N/A	N/A	N/A	-	86	-	90
Spear Education, LLC	LLC units	N/A	N/A	N/A	1	1	-	12
Surgical Information Systems, LLC	Common stock	N/A	N/A	N/A	4	414	0.1	492
Young Innovations, Inc.	LLC units	N/A	N/A	N/A	-	236	-	356
						6,498	1.4	9,993

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Home and Office Furnishings,  
Housewares, and Durable  
Consumer

Top Knobs USA, Inc.	Common stock	N/A	N/A	N/A	3	27	-	195
Zenith Products Corporation	Common stock	N/A	N/A	N/A	1	-	-	-
						27	-	195

Insurance

Captive Resources Midco, LLC	LLC units	N/A	N/A	N/A	1	86	-	228
------------------------------	-----------	-----	-----	-----	---	----	---	-----

Investment Funds and Vehicles

Senior Loan Fund LLC <sup>(7)(8)</sup>	LLC interest	N/A	N/A	N/A	15,312	15,312	2.1	15,458
--	--------------	-----	-----	-----	--------	--------	-----	--------

Leisure, Amusement, Motion  
Pictures and Entertainment

Competitor Group, Inc.	LLC interest	N/A	N/A	N/A	708	713	-	40
LMP TR Holdings, LLC	LLC units	N/A	N/A	N/A	712	712	-	78
Starplex Operating, L.L.C.	Common stock	N/A	N/A	N/A	1	183	0.1	427
Titan Fitness, LLC	LLC units	N/A	N/A	N/A	6	583	0.1	858
						2,191	0.2	1,403

Personal and Non-Durable  
Consumer Products

C.B. Fleet Company, Incorporated	LLC units	N/A	N/A	N/A	2	174	-	193
Hygenic Corporation, The	LP interest	N/A	N/A	N/A	1	61	-	96
Massage Envy, LLC	LLC interest	N/A	N/A	N/A	749	749	0.1	984
Team Technologies Acquisition Company	Common stock	N/A	N/A	N/A	-	148	0.1	382
						1,132	0.2	1,655

Personal, Food and  
Miscellaneous Services

R.G. Barry Corporation	Preferred stock	N/A	N/A	N/A	-	161	-	146
------------------------	-----------------	-----	-----	-----	---	-----	---	-----

Printing and Publishing

Market Track, LLC	Preferred stock	N/A	N/A	N/A	-	145	-	187
Market Track, LLC	Common stock	N/A	N/A	N/A	1	145	-	277
						290	-	464

Retail Stores

Barcelona Restaurants, LLC <sup>(8)(10)</sup>	LP interest	N/A	N/A	N/A	1,996	1,996	0.5	3,751
Benihana, Inc.	LLC units	N/A	N/A	N/A	43	699	0.1	760
Capital Vision Services, LLC	LLC interest	N/A	N/A	N/A	402	17	0.1	698
Cycle Gear, Inc.	LLC units	N/A	N/A	N/A	15	150	-	150
DentMall MSO, LLC	LLC units	N/A	N/A	N/A	2	-	-	27
DentMall MSO, LLC	LLC units	N/A	N/A	N/A	2	97	-	103
Elite Sportswear, L.P.	LLC interest	N/A	N/A	N/A	-	73	-	73
Express Oil Change, LLC	LLC interest	N/A	N/A	N/A	81	81	-	104
Marshall Retail Group LLC, The	LLC units	N/A	N/A	N/A	15	154	-	115

See Notes to Consolidated Financial Statements



**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (unaudited) - (continued)****March 31, 2015***(In thousands)*

	Investment Type	Spread Above Index (1)	Interest Rate <sup>(2)</sup>	Maturity Date	Shares / Contract	Cost	Percentage of Net Assets		Fair Value
Paper Source, Inc.	Common stock	N/A	N/A	N/A	8	1,387	0.2		1,442
PetPeople Enterprise, LLC	LP interest	N/A	N/A	N/A	889	889	0.2		1,124
Rubio's Restaurants, Inc.	Preferred stock A	N/A	N/A	N/A	199	945	0.3		1,764
Sneaker Villa, Inc.	LLC interest	N/A	N/A	N/A	4	411	0.1		551
Vision Source L.P.	Common stock	N/A	N/A	N/A	9	386	0.1		775
						7,285	1.6		11,437
Telecommunications ITC Global, Inc.	LLC units	N/A	N/A	N/A	17	311	0.1		428
Textiles and Leather Southern Tide, LLC	LLC interest	N/A	N/A	N/A	2	191	-		192
Utilities PowerPlan Holdings, Inc.	Common stock	N/A	N/A	N/A	-	303	-		303
PowerPlan Holdings, Inc.	Common stock	N/A	N/A	N/A	151	3	-		3
						306	-		306
Total equity investments United States						\$52,838	8.6	%	\$63,371
Total United States						\$1,414,559	193.0	%	\$1,423,063
Total Investments						\$1,414,559	193.0	%	\$1,423,063
Cash, Restricted Cash and Cash Equivalents									
Cash and Restricted Cash BlackRock Liquidity Funds T-Fund Institutional Shares (CUSIP 09248U718)						\$12,377	1.7	%	\$12,377
						8,579	1.1		8,579

JPM Offshore Money Market Account (ISIN LU0103813712)	16,179	2.2	16,179
US Bank Money Market Account (CUSIP 9AMMF05B2)	20,403	2.8	20,403
Total Cash, Restricted Cash and Cash Equivalents	\$57,538	7.8	% \$57,538
Total Investments and Cash, Restricted Cash and Cash Equivalents	\$1,472,097	200.8	% \$1,480,601

\* Denotes that all or a portion of the loan secures the notes offered in the 2010 Debt Securitization (as defined in Note 7).

^ Denotes that all or a portion of the loan secures the notes offered in the 2014 Debt Securitization (as defined in Note 7).

The majority of the investments bear interest at a rate that may be determined by reference to London Interbank Offered Rate ("LIBOR" or "L") or Prime ("P") and which reset daily, quarterly or semiannually. For each, the

(1) Company has provided the spread over LIBOR or Prime and the weighted average current interest rate in effect at March 31, 2015. Certain investments are subject to a LIBOR or Prime interest rate floor. For fixed rate loans, a spread above a reference rate is not applicable.

(2) For portfolio companies with multiple interest rate contracts, the interest rate shown is a weighted average current interest rate in effect at March 31, 2015.

(3) The negative fair value is the result of the capitalized discount on the loan or the unfunded commitment being valued below par. The negative cost is the result of the capitalized discount being greater than the principal amount outstanding on the loan.

(4) The entire commitment was unfunded at March 31, 2015. As such, no interest is being earned on this investment. The sale of a portion of this loan does not qualify for sale accounting under ASC Topic 860 - Transfers and

(5) Servicing, and therefore, the entire one stop loan asset remains in the Consolidated Schedule of Investments. (See Note 7 in the accompanying notes to the consolidated financial statements.)

(6) Loan was on non-accrual status as of March 31, 2015, meaning that the Company has ceased recognizing interest income on the loan.

As defined in the Investment Company Act of 1940, as amended (the "1940 Act"), the Company is deemed to be both an "Affiliated Person" of and "Control" this portfolio company as the Company owns more than 25% of the portfolio company's outstanding voting securities or has the power to exercise control over management or

(7) policies of such portfolio company (including through a management agreement). See Note 5 in the accompanying notes to the consolidated financial statements for transactions during the six months ended March 31, 2015 in which the issuer was both an Affiliated Person and a portfolio company that the Company is deemed to Control.

The investment is treated as a non-qualifying asset under Section 55(a) of the 1940 Act. Under the 1940 Act, the

(8) Company may not acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets.

(9) Non-income producing securities.

(10) As defined in the 1940 Act, the Company is deemed to be an "Affiliated Person" of the portfolio company as the Company along with affiliated entities owns five percent or more of the portfolio company's voting

securities. See Note 5 in the accompanying notes to the financial statements for transactions during the six months ended March 31, 2015 in which the issuer was an Affiliated Person (but not a portfolio company that the Company is deemed to control).

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments****September 30, 2014***(In thousands)*

Investment Type	Spread Above Index <sup>(1)</sup>	Interest Rate <sup>(2)</sup>	Maturity Date	Principal / Par		Percentage of Net Assets	Fair Value
				Amount	Cost		
Investments United States Debt investments Aerospace and Defense ILC Dover, LP	One stop	P + 4.50%	7.75	% 03/2019	\$360	\$352	0.1 % \$360
ILC Dover, LP^	One stop	L + 5.50%	6.50	% 03/2020	18,594	18,467	2.5 18,594
ILC Industries, Inc. <sup>(3)</sup>	One stop	L + 4.75%	N/A	(4) 07/2020	-	(32 )	- (25 )
ILC Industries, Inc.*^	One stop	L + 4.75%	5.75	% 07/2020	28,510	28,234	3.9 28,296
Novetta Solutions LLC	Senior loan	P + 3.00%	6.25	% 03/2017	184	178	- 184
Novetta Solutions LLC*	Senior loan	L + 5.00%	6.25	% 03/2017	1,697	1,673	0.2 1,697
NTS Technical Systems <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4) 11/2018	-	(30 )	- -
NTS Technical Systems*^	One stop	L + 6.00%	7.25	% 11/2018	18,871	18,572	2.6 18,871
NTS Technical Systems <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4) 11/2018	-	(63 )	- -
	One stop	L + 6.75%	8.00	% 12/2017	188	181	- 188

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Tresys Technology Holdings, Inc.									
Tresys Technology Holdings, Inc.	One stop	L + 6.75%	8.00	% 12/2017	3,899	3,836	0.3	2,339	
Whitcraft LLC	Subordinated debt	N/A	12.00	% 12/2018	1,877	1,857	0.3	1,877	
					74,180	73,225	9.9	72,381	
Automobile American Driveline Systems, Inc.	Senior loan	L + 5.50%	7.22	% 01/2016	331	328	-	292	
American Driveline Systems, Inc.*	Senior loan	L + 5.50%	7.00	% 01/2016	2,797	2,774	0.3	2,517	
K&N Engineering, Inc. <sup>(3)</sup>	Senior loan	L + 4.25%	N/A	(4) 07/2019	-	(7 )	-	(2 )	
K&N Engineering, Inc.*^	Senior loan	L + 4.25%	5.25	% 07/2019	6,816	6,721	0.9	6,782	
K&N Engineering, Inc. <sup>(3)</sup>	Senior loan	L + 4.25%	N/A	(4) 07/2019	-	(19 )	-	(2 )	
Take 5 Oil Change, L.L.C. <sup>(3)</sup>	Senior loan	L + 5.25%	N/A	(4) 07/2018	-	(7 )	-	-	
Take 5 Oil Change, L.L.C.^	Senior loan	L + 5.25%	6.25	% 07/2018	4,872	4,840	0.7	4,872	
					14,816	14,630	1.9	14,459	
Banking HedgeServ Holding L.P.^	One stop	L + 8.25%	5.25% cash/4.00% PIK	02/2019	17,240	17,092	2.4	17,240	
HedgeServ Holding L.P. <sup>(3)</sup>	One stop	L + 4.25%	N/A	(4) 02/2019	-	(8 )	-	-	
Prommis Fin Co. <sup>(6)</sup>	Senior loan	P + 10.00%	13.25	% 06/2015	85	84	-	2	
Prommis Fin Co.* <sup>(6)</sup>	Senior loan	N/A	2.25% cash/11.5% PIK	06/2015	124	124	-	3	
					17,449	17,292	2.4	17,245	
Beverage, Food and Tobacco ABP Corporation	Senior loan	P + 3.50%	7.25	% 09/2018	84	77	-	84	
ABP Corporation*	Senior loan	L + 4.75%	6.00	% 09/2018	4,796	4,727	0.7	4,796	



Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Ameriqua Group, LLC*	Senior loan	L + 6.00%	6.50% cash/1.00% PIK	03/2016	1,693	1,676	0.2	1,625
Ameriqua Group, LLC*	Senior loan	L + 9.00%	9.00% cash/1.50% PIK	03/2016	831	826	0.1	686
ARG IH Corporation (Arby's)^	Senior loan	L + 3.75%	4.75	% 11/2020	2,337	2,311	0.3	2,339
Atkins Nutritionals, Inc.*^	One stop	L + 5.00%	6.25	% 01/2019	23,873	23,683	3.2	23,754
Atkins Nutritionals, Inc.*	One stop	L + 8.50%	9.75	% 04/2019	21,636	21,326	3.0	21,744
C. J. Foods, Inc.	One stop	L + 5.50%	6.50	% 05/2019	86	77	-	86
C. J. Foods, Inc. <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 05/2019	-	(12 )	-	-
C. J. Foods, Inc.	One stop	L + 5.50%	6.50	% 05/2019	3,224	3,179	0.4	3,224
Candy Intermediate Holdings, Inc. (Ferrara Candy)^	Senior loan	L + 6.25%	7.50	% 06/2018	4,887	4,780	0.6	4,747
Diversified Foodservice Supply, Inc. <sup>(3)</sup>	Senior loan	L + 4.50%	N/A	(4) 12/2018	-	(3 )	-	-
Diversified Foodservice Supply, Inc.*	Senior loan	L + 4.50%	5.75	% 12/2018	4,556	4,518	0.6	4,556
Firebirds International, LLC <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4) 05/2018	-	(2 )	-	-
Firebirds International, LLC*	One stop	L + 6.25%	7.50	% 05/2018	1,096	1,081	0.1	1,096
Firebirds International, LLC	One stop	L + 6.25%	7.50	% 05/2018	304	299	0.1	304
Firebirds International, LLC <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4) 05/2018	-	(5 )	-	-
First Watch Restaurants, Inc. <sup>(3)</sup>	One stop	L + 7.50%	N/A	(4) 12/2018	-	(24 )	-	-
First Watch Restaurants, Inc.*^	One stop	L + 7.50%	8.75	% 12/2018	11,293	11,165	1.5	11,293
First Watch Restaurants,	One stop	P + 6.50%	9.75	% 12/2018	3,070	3,035	0.4	3,070

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Inc.*^									
First Watch Restaurants, Inc.	One stop	L + 7.50%	8.75	% 12/2018	1,749	1,744	0.2	1,749	
IT'SUGAR LLC	Senior loan	L + 7.50%	9.00	% 04/2018	7,566	7,456	1.0	7,566	
IT'SUGAR LLC	Subordinated debt	N/A	5.00	% 10/2017	1,707	1,707	0.3	1,833	
Julio & Sons Company	One stop	L + 5.50%	6.50	% 09/2016	277	271	-	277	
Julio & Sons Company*	One stop	L + 5.50%	6.50	% 09/2016	6,978	6,935	1.0	6,978	
Julio & Sons Company <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 09/2016	-	(26 )	-	-	
Northern Brewer, LLC	One stop	P + 9.25%	8.50% cash/4.00% PIK	02/2018	676	665	0.1	541	
Northern Brewer, LLC	One stop	P + 9.25%	8.50% cash/4.00% PIK	02/2018	6,363	6,244	0.7	5,090	
Richelieu Foods, Inc.	Senior loan	P + 4.00%	7.25	% 11/2015	101	96	-	101	
Richelieu Foods, Inc.*	Senior loan	L + 5.00%	6.75	% 11/2015	1,854	1,839	0.3	1,854	
Tate's Bake Shop, Inc. <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 08/2019	-	(4 )	-	(4 )	
Tate's Bake Shop, Inc.^	Senior loan	L + 4.75%	5.75	% 08/2019	3,008	2,978	0.4	2,978	
Tate's Bake Shop, Inc. <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 08/2019	-	(5 )	-	(6 )	

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (continued)****September 30, 2014***(In thousands)*

	Investment	Spread Above Index <sup>(1)</sup>	Interest Rate <sup>(2)</sup>	Maturity Date	Principal / Par Amount	Cost	Percentage of Net Assets	Fair Value
	Type							
Uinta Brewing Company <sup>(3)</sup>	One stop	L + 6.00%	N/A <sup>(4)</sup>	08/2019	-	(8 )	-	(8 )
Uinta Brewing Company <sup>^</sup>	One stop	L + 6.00%	7.00 %	08/2019	3,236 117,281	3,204 115,810	0.4 15.6	3,203 115,556
Building and Real Estate								
Brooks Equipment Company, LLC <sup>(3)</sup>	One stop	L + 5.75%	N/A <sup>(4)</sup>	08/2020	-	(20 )	-	(20 )
Brooks Equipment Company, LLC <sup>*^</sup>	One stop	L + 5.75%	6.75 %	08/2020	27,150	26,753	3.7	26,946
ITEL Laboratories, Inc. <sup>(3)</sup>	Senior loan	L + 4.75%	N/A <sup>(4)</sup>	06/2018	-	(1 )	-	-
ITEL Laboratories, Inc. <sup>*</sup>	Senior loan	L + 4.75%	6.00 %	06/2018	756 27,906	749 27,481	0.1 3.8	756 27,682
Cargo Transport								
RP Crown Parent (RedPrairie Corp) <sup>*</sup>	Senior loan	L + 5.00%	6.00 %	12/2018	1,970	1,942	0.3	1,923
Containers, Packaging and Glass								
Fort Dearborn Company <sup>*</sup>	Senior loan	L + 4.25%	5.25 %	10/2017	16	16	-	16
Fort Dearborn Company <sup>*^</sup>	Senior loan	L + 4.25%	5.25 %	10/2017	511	508	0.1	511
Fort Dearborn Company <sup>*</sup>	Senior loan	L + 4.75%	5.75 %	10/2018	63	63	-	63
Fort Dearborn Company <sup>*^</sup>	Senior loan	L + 4.75%	5.75 %	10/2018	2,180	2,168	0.3	2,180
Packaging Coordinators, Inc. <sup>*^</sup>	Senior loan	L + 4.25%	5.25 %	08/2021	15,000	14,852	2.1	15,032
Packaging Coordinators, Inc.	Second lien	L + 8.00%	9.00 %	08/2022	10,000 27,770	9,901 27,508	1.4 3.9	9,950 27,752
Diversified Conglomerate Manufacturing								

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Chase Industries, Inc.*^	One stop	P + 4.50%	7.75 %	09/2020	21,037	20,828	2.8	20,827
Chase Industries, Inc.	One stop	P + 4.50%	7.75 %	09/2020	277	255	-	255
Chase Industries, Inc. <sup>(3)</sup>	One stop	L + 5.75%	N/A <sup>(4)</sup>	09/2020	-	(48 )	-	(49 )
ICCN Acquisition Corp. <sup>(3)</sup>	One stop	L + 5.25%	N/A <sup>(4)</sup>	03/2019	-	(4 )	-	-
ICCN Acquisition Corp.^	One stop	L + 5.25%	6.25 %	03/2019	3,998	3,936	0.5	3,998
ICCN Acquisition Corp. <sup>(3)</sup>	One stop	L + 5.25%	N/A <sup>(4)</sup>	03/2019	-	(14 )	-	-
Metal Spinners, Inc.*	Senior loan	L + 7.50%	9.00 %	04/2015	1,294	1,288	0.2	1,294
Metal Spinners, Inc.*	Senior loan	L + 7.50%	9.00 %	04/2015	2,536	2,524	0.3	2,536
Onicon Incorporated <sup>(3)</sup>	One stop	L + 4.50%	N/A <sup>(4)</sup>	12/2017	-	(10 )	-	-
Onicon Incorporated	One stop	L + 4.50%	5.50 %	12/2017	3,141	3,100	0.4	3,141
Pasternack Enterprises, Inc.*	Senior loan	L + 5.00%	6.25 %	12/2017	1,126	1,119	0.2	1,126
Plex Systems, Inc. <sup>(3)</sup>	Senior loan	L + 7.50%	N/A <sup>(4)</sup>	06/2018	-	(26 )	-	-
Plex Systems, Inc.*^	Senior loan	L + 7.50%	8.75 %	06/2018	18,797	18,409	2.6	18,797
Sunless Merger Sub, Inc. <sup>(3)</sup>	Senior loan	L + 5.25%	N/A <sup>(4)</sup>	07/2016	-	-	-	(26 )
Sunless Merger Sub, Inc.*	Senior loan	L + 5.25%	6.50 %	07/2016	1,816	1,813	0.2	1,271
TIDI Products, LLC <sup>(3)</sup>	One stop	L + 6.50%	N/A <sup>(4)</sup>	07/2017	-	(11 )	-	-
TIDI Products, LLC*	One stop	L + 6.50%	7.75 %	07/2018	12,631	12,441	1.7	12,631
Vintage Parts, Inc.*	One stop	L + 4.50%	5.75 %	12/2015	4,049	4,022	0.6	4,049
Vintage Parts, Inc.*	One stop	L + 4.50%	5.75 %	12/2015	56	56	-	56
Vintage Parts, Inc.*	One stop	L + 4.50%	5.75 %	12/2015	846	850	0.1	846
					71,604	70,528	9.6	70,752
Diversified Conglomerate Service								
Accellos, Inc. <sup>(3)</sup>	One stop	L + 5.75%	N/A <sup>(4)</sup>	07/2020	-	(20 )	-	-
Accellos, Inc.^	One stop	L + 5.75%	6.75 %	07/2020	31,113	30,740	4.2	31,113
Aderant North America, Inc.*	Senior loan	L + 4.25%	5.25 %	12/2018	4,220	4,190	0.6	4,220
Agility Recovery Solutions Inc. <sup>(3)</sup>	One stop	L + 6.75%	N/A <sup>(4)</sup>	09/2018	-	(6 )	-	-
Agility Recovery Solutions Inc.*	One stop	L + 6.75%	8.00 %	09/2018	8,128	7,995	1.1	8,128
Bomgar Corporation <sup>(3)</sup>	One stop	L + 6.00%	N/A <sup>(4)</sup>	05/2019	-	(18 )	-	(20 )
Bomgar Corporation*	One stop	L + 6.00%	7.00 %	05/2020	29,423	28,935	4.0	29,129
Daxko, LLC <sup>(3)</sup>	One stop	L + 7.75%	N/A <sup>(4)</sup>	03/2019	-	(24 )	-	-
Daxko, LLC	One stop	L + 7.75%	8.75 %	03/2019	16,840	16,564	2.3	16,840
EAG, INC. (Evans Analytical Group)*	Senior loan	L + 4.00%	5.00 %	07/2017	2,401	2,377	0.3	2,401
Integration Appliance, Inc.	Senior loan	L + 8.25%	9.50 %	09/2018	719	711	0.1	719
Integration Appliance, Inc.	Senior loan	L + 8.25%	9.50 %	09/2018	5,396	5,288	0.7	5,396
Integration Appliance, Inc.	Senior loan	L + 8.25%	9.50 %	06/2019	7,914	7,727	1.1	7,914
Marathon Data Operating Co., LLC <sup>(3)</sup>	One stop	L + 6.25%	N/A <sup>(4)</sup>	08/2017	-	(6 )	-	-
Marathon Data Operating Co., LLC	One stop	L + 6.25%	7.50 %	08/2017	4,595	4,528	0.6	4,595
Navex Global, Inc. <sup>(3)</sup>	One stop	L + 5.50%	N/A <sup>(4)</sup>	12/2016	-	(19 )	-	-
Navex Global, Inc.*	One stop	L + 5.50%	6.50 %	12/2016	19,045	18,718	2.6	19,045

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

NetSmart Technologies, Inc.*	One stop	L + 7.53%	8.78	%	12/2017	8,068	8,012	1.1	8,068
NetSmart Technologies, Inc.	One stop	L + 7.52%	8.77	%	12/2017	637	629	0.1	637
PC Helps Support, LLC <sup>(3)</sup>	Senior loan	L + 5.25%	N/A	(4)	09/2017	-	(2 )	-	-
PC Helps Support, LLC	Senior loan	L + 5.25%	6.51	%	09/2017	1,707	1,692	0.2	1,707
Secure-24, LLC <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4)	08/2017	-	(5 )	-	-
Secure-24, LLC*	One stop	L + 6.25%	7.50	%	08/2017	10,433	10,249	1.4	10,433

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (continued)****September 30, 2014***(In thousands)*

	Investment	Spread Above	Interest	Maturity	Principal / Par		Percentage of	Fair
	Type	Index <sup>(1)</sup>	Rate <sup>(2)</sup>	Date	Amount	Cost	Net Assets	Value
Secure-24, LLC <sup>^</sup>	One stop	L + 6.25%	7.50	% 08/2017	1,526	1,507	0.2	1,526
SoftWriters, Inc. <sup>(3)</sup>	One stop	L + 5.00%	N/A	(4) 05/2019	-	(2 )	-	-
SoftWriters, Inc. <sup>(3)</sup>	One stop	L + 5.00%	N/A	(4) 05/2019	-	(3 )	-	-
SoftWriters, Inc.	One stop	L + 5.00%	6.00	% 05/2019	6,411	6,387	0.9	6,411
Source Medical Solutions, Inc.	Second lien	L + 8.00%	9.00	% 03/2018	9,294	9,146	1.3	9,294
					167,870	165,290	22.8	167,556
Electronics ECI								
Acquisition Holdings, Inc. <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4) 03/2019	-	(17 )	-	-
ECI								
Acquisition Holdings, Inc. <sup>^</sup>	One stop	L + 6.25%	7.25	% 03/2019	22,215	21,844	3.0	22,215
ECI								
Acquisition Holdings, Inc. <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4) 03/2019	-	(79 )	-	-
Rogue Wave Holdings, Inc. <sup>*^</sup>	One stop	L + 8.08%	9.10	% 12/2018	10,613	10,500	1.4	10,613
Sloan Company, Inc., The <sup>(3)</sup>	One stop	L + 7.50%	N/A	(4) 10/2018	-	(13 )	-	-
Sloan Company, Inc.,	One stop	L + 7.50%	8.75	% 10/2018	13,027	12,895	1.8	13,027

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

The\*^

Sparta Holding Corporation <sup>(3)</sup>	One stop	L + 5.25%	N/A	(4) 07/2020	-	(37 )	-	(30 )
Sparta Holding Corporation*^	One stop	L + 6.75%	6.25% cash/1.50% PIK	07/2020	23,358	23,075	3.2	23,124
Syncsort Incorporated <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 03/2019	-	(3 )	-	-
Syncsort Incorporated <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 03/2019	-	(13 )	-	-
Syncsort Incorporated*	Senior loan	L + 4.75%	5.75	% 03/2019	6,143	6,089	0.8	6,143
Systems Maintenance Services Holding, Inc.^	Senior loan	L + 4.00%	5.00	% 10/2019	2,650	2,639	0.4	2,650
Taxware, LLC*^	Second lien	L + 8.38%	9.38	% 10/2019	19,979	19,678	2.7	19,979
Watchfire Enterprises, Inc.	Second lien	L + 8.00%	9.00	% 10/2021	9,435	9,270	1.3	9,435
					107,420	105,828	14.6	107,156
Finance Ascensus, Inc. <sup>(3)</sup>	One stop	L + 4.00%	N/A	(4) 11/2018	-	(16 )	-	-
Ascensus, Inc.^	One stop	L + 4.00%	5.00	% 12/2019	4,193	4,120	0.6	4,193
Ascensus, Inc.^	One stop	L + 8.00%	9.00	% 12/2020	6,337	6,142	0.9	6,337
Pillar Processing LLC* <sup>(6)</sup>	Senior loan	L + 5.50%	5.72	% 11/2018	447	445	-	-
Pillar Processing LLC* <sup>(6)</sup>	Senior loan	N/A	14.50	% 05/2019	2,377	2,368	-	-
					13,354	13,059	1.5	10,530
Grocery MyWebGrocer, Inc. <sup>(3)</sup>	Senior loan	L + 4.75%	N/A	(4) 05/2018	-	(12 )	-	-
MyWebGrocer, Inc.^	Senior loan	L + 8.75%	6.00% cash/4.00% PIK	05/2018	14,271	14,093	1.9	14,271
Teasdale Quality Foods, Inc.*	Senior loan	L + 4.50%	5.75	% 05/2018	2,674	2,653	0.4	2,674
					16,945	16,734	2.3	16,945
Healthcare, Education and Childcare Advanced Pain Management Holdings, Inc. <sup>(3)</sup>	Senior loan	L + 5.00%	N/A	(4) 02/2018	-	(8 )	-	-
Advanced Pain Management	Senior loan	L + 5.00%	6.25	% 02/2018	7,102	7,054	1.0	7,102

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Holdings, Inc.* Advanced Pain Management Holdings, Inc. Avatar International, LLC <sup>(3)</sup>	Senior loan	L + 5.00%	6.25	% 02/2018	486	481	0.1	486
Avatar International, LLC*	One stop	L + 4.94%	N/A	(4) 09/2016	-	(4 )	-	-
Avatar International, LLC	One stop	L + 7.89%	6.19% cash/2.95% PIK	09/2016	7,611	7,560	0.7	4,947
Avatar International, LLC	One stop	L + 7.89%	6.19% cash/2.95% PIK	09/2016	1,642	1,634	0.1	1,067
California Cryobank, LLC	One stop	P + 4.25%	7.50	% 08/2019	86	84	-	84
California Cryobank, LLC^	One stop	L + 5.50%	6.50	% 08/2019	1,550	1,535	0.2	1,535
California Cryobank, LLC <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 08/2019	-	(2 )	-	(2 )
Certara L.P. <sup>(3)</sup>	One stop	L + 6.25%	N/A	(4) 12/2018	-	(18 )	-	-
Certara L.P.*^	One stop	L + 6.25%	7.25	% 12/2018	22,948	22,722	3.1	22,948
Data Innovations LLC	One stop	L + 7.69%	8.69	% 05/2019	8,800	8,619	1.2	8,800
Delta Educational Systems*	Senior loan	P + 4.75%	8.00	% 12/2016	1,646	1,627	0.2	1,646
Delta Educational Systems	Senior loan	L + 6.00%	N/A	(4) 12/2016	-	-	-	-
Encore Rehabilitation Services, LLC <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4) 06/2017	-	(9 )	-	-
Encore Rehabilitation Services, LLC	One stop	L + 6.00%	7.25	% 06/2017	4,969	4,895	0.7	4,969
G & H Wire Company, Inc. <sup>(3)</sup>	Senior loan	L + 5.75%	N/A	(4) 12/2017	-	(6 )	-	-
G & H Wire Company, Inc.*^	Senior loan	L + 5.75%	6.75	% 12/2017	12,902	12,766	1.8	12,902
Global Healthcare Exchange, LLC <sup>(3)</sup>	One stop	L + 9.00%	N/A	(4) 03/2020	-	(23 )	-	-
Global Healthcare	One stop	L + 9.00%	10.00	% 03/2020	20,087	19,723	2.7	20,087



Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Exchange, LLC									
GSDM									
Holdings Corp.	Senior loan	L + 4.25%	5.25	%	06/2019	627	624	0.1	627
Hospitalists									
Management	Senior loan	L + 5.00%	6.77	%	05/2018	910	896	0.1	864
Group, LLC									
Hospitalists									
Management	Senior loan	L + 5.00%	6.51	%	05/2017	3,672	3,608	0.5	3,489
Group, LLC									
Hospitalists									
Management	Senior loan	L + 5.00%	6.50	%	05/2017	427	421	0.1	406
Group, LLC									
IntegraMed									
America, Inc. <sup>(3)</sup>	One stop	L + 7.25%	8.50	%	09/2017	811	800	0.1	811
IntegraMed									
America, Inc.*^	One stop	L + 7.25%	8.50	%	09/2017	15,587	15,376	2.1	15,587
Joerns									
Healthcare, LLC	One stop	L + 5.00%	6.00	%	05/2020	9,794	9,702	1.3	9,782
Maverick									
Healthcare	Senior loan	L + 5.50%	7.25	%	12/2016	1,989	1,964	0.3	1,949
Group, LLC*									
Northwestern									
Management	Senior loan	P + 4.00%	7.25	%	10/2017	114	104	-	114
Services, LLC									
Northwestern									
Management	Senior loan	L + 5.25%	6.50	%	10/2017	3,964	3,913	0.5	3,964
Services, LLC*									

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (continued)****September 30, 2014***(In thousands)*

	Investment Type	Spread		Maturity Date	Principal / Par		Percentage of Fair Net Assets Value	
		Above Index <sup>(1)</sup>	Interest Rate <sup>(2)</sup>		Amount	Cost		
Northwestern Management Services, LLC	Senior loan	L + 5.25%	6.50	% 10/2017	47	44	-	47
Onsite Holding Corp. <sup>(3)</sup>	One stop	L + 5.25%	N/A	(4) 06/2020	-	(42 )	-	-
Onsite Holding Corp.*^	One stop	L + 5.25%	6.25	% 06/2020	26,921	26,696	3.7	26,921
Paradigm Management Services, LLC^	Senior loan	L + 4.50%	5.50	% 01/2019	2,740	2,719	0.4	2,740
Pentec Acquisition Sub, Inc. <sup>(3)</sup>	Senior loan	L + 5.25%	N/A	(4) 05/2017	-	(2 )	-	-
Pentec Acquisition Sub, Inc.*	Senior loan	L + 5.25%	6.50	% 05/2018	1,776	1,754	0.2	1,776
Pyramid Healthcare, Inc. <sup>(3)</sup>	One stop	L + 5.75%	N/A	(4) 08/2019	-	(5 )	-	(4 )
Pyramid Healthcare, Inc.^	One stop	L + 5.75%	6.75	% 08/2019	7,607	7,542	1.0	7,550
Radiology Partners, Inc. <sup>(3)</sup>	One stop	L + 5.00%	N/A	(4) 09/2020	-	(8 )	-	(8 )
Radiology Partners, Inc.*^	One stop	L + 5.00%	6.00	% 09/2020	17,209	16,937	2.3	17,037
Radiology Partners, Inc. <sup>(3)</sup>	One stop	L + 5.00%	N/A	(4) 09/2020	-	(46 )	-	(46 )
Reliant Pro ReHab, LLC	Senior loan	P + 4.00%	7.25	% 06/2017	10	3	-	10
	Senior loan	L + 5.00%	6.00	% 06/2017	7,615	7,547	1.0	7,615

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Reliant Pro ReHab, LLC*^									
Renaissance Pharma (U.S.) Holdings Inc.	Senior loan	P + 3.00%	6.25	% 05/2018	63	59	-	63	
Renaissance Pharma (U.S.) Holdings Inc.*^	Senior loan	L + 4.00%	5.00	% 05/2018	4,090	4,039	0.6	4,090	
Southern Anesthesia and Surgical <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 11/2017	-	(10 )	-	-	
Southern Anesthesia and Surgical	One stop	L + 5.50%	6.50	% 11/2017	6,012	5,905	0.8	6,012	
Southern Anesthesia and Surgical <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 11/2017	-	(40 )	-	-	
Spear Education, LLC <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4) 08/2019	-	(6 )	-	(6 )	
Spear Education, LLC*^	One stop	L + 5.50%	6.50	% 08/2019	6,005	5,961	0.8	5,960	
Spear Education, LLC	One stop	L + 5.50%	N/A	(4) 08/2019	-	-	-	-	
Surgical Information Systems, LLC^	Senior loan	L + 3.50%	4.51	% 09/2018	2,060	2,055	0.3	2,060	
U.S. Anesthesia Partners, Inc.	One stop	L + 5.00%	6.00	% 12/2019	6,000	5,970	0.8	5,970	
WIL Research Company, Inc.*	Senior loan	L + 4.50%	5.75	% 02/2018	776	769	0.1	753	
Young Innovations, Inc. <sup>(3)</sup>	Senior loan	L + 4.25%	N/A	(4) 01/2018	-	(3 )	-	-	
Young Innovations, Inc.*^	Senior loan	L + 4.25%	5.25	% 01/2019	5,443	5,412	0.7	5,443	
					222,098	219,288	29.6	218,147	
Home and Office Furnishings, Housewares, and Durable Consumer Plano Molding Company,	Senior loan	L + 4.25%	5.25	% 10/2018	1,984	1,972	0.3	1,984	

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

LLC^ WII Components, Inc.	Senior loan	L + 4.50%	N/A	(4) 07/2018	-	-	-	-
WII Components, Inc.*	Senior loan	L + 4.50%	5.50	% 07/2018	1,183	1,177	0.2	1,177
Zenith Products Corporation	One stop	P + 1.75%	5.00	% 09/2013	29	29	-	25
Zenith Products Corporation*	One stop	P + 3.50%	6.75	% 09/2013	3,684	3,684	0.3	1,842
					6,880	6,862	0.8	5,028
Insurance Captive Resources Midco, LLC (3)	One stop	L + 5.00%	N/A	(4) 01/2019	-	(16 )	-	-
Captive Resources Midco, LLC*^	One stop	L + 5.00%	6.50	% 01/2019	19,653	19,477	2.7	19,653
					19,653	19,461	2.7	19,653
Investment Funds and Vehicles Senior Loan Fund LLC (7)(8)	Subordinated debt	L + 8.00%	8.16	% 05/2020	25,589	25,589	3.5	25,589
Leisure, Amusement, Motion Pictures and Entertainment Competitor Group, Inc.	One stop	P + 6.75%	9.76	% 11/2018	884	873	0.1	769
Competitor Group, Inc.*	One stop	L + 8.75%	9.00% cash/1.00% PIK	11/2018	12,807	12,654	1.6	11,526
Octane Fitness, LLC(3)	One stop	L + 5.25%	N/A	(4) 10/2018	-	(3 )	-	-
Octane Fitness, LLC*	One stop	L + 5.25%	6.50	% 10/2018	8,034	8,001	1.1	8,034
Pride Manufacturing Company, LLC*	Senior loan	L + 6.00%	7.75	% 11/2015	493	490	0.1	493
Self Esteem Brands, LLC(3)	Senior loan	L + 4.00%	N/A	(4) 02/2020	-	(5 )	-	-
Self Esteem Brands, LLC^	Senior loan	L + 4.00%	5.00	% 02/2020	7,462	7,420	1.0	7,462
Starplex Operating,	One stop	P + 6.25%	9.50	% 12/2017	311	298	-	311

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

L.L.C. Starplex Operating, L.L.C.*^	One stop	L + 7.50%	9.00	% 12/2017	10,079	9,912	1.4	10,079
Titan Fitness, LLC <sup>(3)</sup>	One stop	L + 6.50%	N/A	(4) 09/2019	-	(22 )	-	-
Titan Fitness, LLC*	One stop	L + 6.50%	7.75	% 09/2019	13,603	13,340	1.9	13,603
Titan Fitness, LLC <sup>(3)</sup>	One stop	L + 6.50%	N/A	(4) 09/2019	-	(22 )	-	-
					53,673	52,936	7.2	52,277
Mining, Steel, Iron and Non-Precious Metals								
Benetech, Inc.	One stop	P + 7.75%	11.00	% 10/2017	162	154	-	162
Benetech, Inc.*	One stop	L + 9.00%	10.25	% 10/2017	5,020	4,982	0.7	5,020
					5,182	5,136	0.7	5,182
Oil and Gas Drilling Info, Inc. <sup>(3) (5)</sup>	One stop	L + 5.00%	N/A	(4) 06/2018	-	(1 )	-	-
Drilling Info, Inc. <sup>(5)^</sup>	One stop	L + 5.00%	6.00	% 06/2018	1,325	1,315	0.2	1,325
Drilling Info, Inc. <sup>(3)(5)</sup>	One stop	L + 5.00%	N/A	(4) 06/2018	-	(4 )	-	-
					1,325	1,310	0.2	1,325

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (continued)****September 30, 2014***(In thousands)*

		Spread						Percentage	
	Investment	Above	Interest	Maturity	Principal /			of	Fair
	Type	Index <sup>(1)</sup>	Rate <sup>(2)</sup>	Date	Amount	Cost	Net	Assets	Value
<b>Personal and Non-Durable</b>									
<b>Consumer Products</b>									
Hygenic Corporation, The	Senior loan	P + 3.75%	6.79 %	10/2017	142	140	-		142
Hygenic Corporation, The*^	Senior loan	L + 4.75%	6.00 %	10/2018	4,538	4,494	0.6		4,538
Massage Envy, LLC <sup>(3)</sup>	One stop	L + 7.25%	N/A <sup>(4)</sup>	09/2018	-	(12 )	-		-
Massage Envy, LLC*	One stop	L + 7.25%	8.50 %	09/2018	15,999	15,735	2.2		15,999
Rug Doctor LLC	Senior loan	L + 5.25%	6.25 %	12/2016	465	455	0.1		465
Rug Doctor LLC*	Senior loan	L + 5.25%	6.25 %	12/2016	5,365	5,326	0.7		5,365
Team Technologies Acquisition Company^	Senior loan	L + 5.00%	6.25 %	12/2017	4,831	4,790	0.7		4,831
Team Technologies Acquisition Company	Senior loan	P + 3.75%	7.00 %	12/2017	182	179	-		182
					31,522	31,107	4.3		31,522
<b>Personal, Food and</b>									
<b>Miscellaneous Services</b>									
Affordable Care Inc. <sup>(3)</sup>	Senior loan	L + 4.75%	N/A <sup>(4)</sup>	12/2017	-	(2 )	-		-
Affordable Care Inc.^	Senior loan	L + 4.75%	6.00 %	12/2018	3,347	3,324	0.5		3,347
El Pollo Loco Inc.^	Senior loan	L + 4.25%	5.25 %	10/2018	5,149	5,100	0.7		5,168
Focus Brands Inc.^	Second lien	L + 9.00%	10.25 %	08/2018	11,194	11,091	1.5		11,306
Ignite Restaurant Group, Inc (Joe's Crab Shack)^	One stop	L + 7.00%	8.00 %	02/2019	6,170	6,080	0.8		6,077
R.G. Barry Corporation*	Senior loan	L + 5.00%	6.00 %	09/2019	6,830	6,741	0.9		6,761
Vetcor Merger Sub LLC	One stop	L + 6.50%	7.75 %	12/2017	199	194	-		199
Vetcor Merger Sub LLC*^	One stop	L + 6.50%	7.75 %	12/2017	5,847	5,805	0.8		5,847
Vetcor Merger Sub LLC <sup>(3)</sup>	One stop	L + 6.50%	N/A <sup>(4)</sup>	12/2017	-	(7 )	-		-
Vetcor Merger Sub LLC^	One stop	L + 6.50%	7.75 %	12/2017	371	371	0.1		371
Vetcor Merger Sub LLC^	One stop	L + 6.50%	7.75 %	12/2017	573	573	0.1		573
Vetcor Merger Sub LLC^	One stop	L + 6.50%	7.75 %	12/2017	384	384	0.1		384
					40,064	39,654	5.5		40,033
<b>Printing and Publishing</b>									

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Market Track, LLC <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	10/2019	-	(18 )	-	-
Market Track, LLC*^	One stop	L + 6.00%	7.25	%	10/2019	29,270	29,024	4.0	29,270
Market Track, LLC	One stop	L + 6.00%	7.25	%	10/2019	1,217	1,199	0.2	1,217
						30,487	30,205	4.2	30,487
Retail Stores									
Benihana, Inc. <sup>(3)</sup>	One stop	L + 5.50%	N/A	(4)	07/2018	-	(61 )	-	-
Benihana, Inc.*^	One stop	P + 4.25%	7.50	%	01/2019	15,554	15,145	2.1	15,554
Boot Barn, Inc.*^	One stop	L + 5.75%	7.00	%	05/2019	24,430	24,143	3.3	24,430
Boot Barn, Inc.*	One stop	L + 5.75%	7.00	%	05/2019	7,726	7,657	1.1	7,726
Capital Vision Services, LLC	One stop	P + 6.25%	9.50	%	12/2017	475	466	0.1	475
Capital Vision Services, LLC*^	One stop	L + 7.25%	8.50	%	12/2017	15,354	15,219	2.1	15,354
Capital Vision Services, LLC^	One stop	L + 7.25%	8.50	%	12/2017	1,231	1,219	0.2	1,231
Capital Vision Services, LLC	One stop	L + 7.25%	8.50	%	12/2017	1,459	1,453	0.2	1,459
DentMall MSO, LLC	One stop	L + 5.00%	6.00	%	07/2019	179	153	-	179
DentMall MSO, LLC	One stop	L + 5.00%	6.00	%	07/2019	10,354	10,257	1.4	10,354
DTLR, Inc.*^	One stop	L + 8.00%	11.00	%	12/2015	15,892	15,824	2.2	15,892
Express Oil Change, LLC	Senior loan	L + 4.75%	6.33	%	12/2017	221	219	-	221
Express Oil Change, LLC*	Senior loan	P + 3.50%	6.75	%	12/2017	1,945	1,932	0.3	1,945
Express Oil Change, LLC	Senior loan	P + 3.50%	6.75	%	12/2017	110	109	-	110
Floor & Decor Outlets of America, Inc.*^	One stop	L + 6.50%	7.75	%	05/2019	11,244	11,137	1.5	11,244
Marshall Retail Group, LLC, The <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	08/2019	-	(27 )	-	(22 )
Marshall Retail Group, LLC, The <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	08/2020	-	(11 )	-	(9 )
Marshall Retail Group, LLC, The^	One stop	L + 6.00%	7.00	%	08/2020	12,424	12,271	1.7	12,299
Paper Source, Inc.	One stop	P + 5.00%	7.92	%	09/2018	508	498	0.1	508
Paper Source, Inc.*^	One stop	L + 6.25%	7.25	%	09/2018	12,576	12,476	1.7	12,576
Restaurant Holding Company, LLC	Senior loan	L + 7.75%	8.75	%	02/2019	4,976	4,932	0.6	4,429
Rubio's Restaurants, Inc.*^	Senior loan	L + 4.75%	6.00	%	11/2018	9,376	9,369	1.3	9,376
Sneaker Villa, Inc.	One stop	P + 7.00%	11.50	%	12/2017	1,002	984	0.1	1,002
Sneaker Villa, Inc.	One stop	L + 8.50%	10.00	%	12/2017	4,433	4,340	0.6	4,433
Sneaker Villa, Inc.^	One stop	L + 8.50%	10.00	%	12/2017	627	617	0.1	627
Sneaker Villa, Inc.^	One stop	L + 8.50%	10.00	%	12/2017	1,237	1,221	0.2	1,237
Sneaker Villa, Inc. <sup>(3)</sup>	One stop	L + 8.50%	N/A	(4)	12/2017	-	(16 )	-	-
Sneaker Villa, Inc.^	One stop	L + 8.50%	10.00	%	12/2017	4,260	4,219	0.6	4,217
Sneaker Villa, Inc.	One stop	L + 8.50%	10.00	%	12/2017	752	727	0.1	727
Specialty Catalog Corp. <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	07/2017	-	(5 )	-	-
Specialty Catalog Corp.	One stop	L + 6.00%	7.50	%	07/2017	4,658	4,623	0.6	4,658
Vision Source L.P.	One stop	L + 6.00%	7.25	%	08/2019	273	270	-	270
Vision Source L.P.*^	One stop	L + 6.00%	7.00	%	08/2019	17,759	17,645	2.4	17,671
						181,035	179,005	24.6	180,173
Telecommunications									
Arise Virtual Solutions, Inc. <sup>(3)</sup>	One stop	L + 6.00%	N/A	(4)	12/2018	-	(11 )	-	-

See Notes to Consolidated Financial Statements



**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (continued)****September 30, 2014***(In thousands)*

	Investment	Spread Above	Interest	Maturity	Principal / Par		Percentage	
	Type	Index <sup>(1)</sup>	Rate <sup>(2)</sup>	Date	Amount	Cost	of Net Assets	Fair Value
Arise Virtual Solutions, Inc.*^	One stop	L + 6.00%	7.25 %	12/2018	13,869	13,753	1.9	13,869
Hosting.com Inc. <sup>(3)</sup>	Senior loan	L + 4.50%	N/A <sup>(4)</sup>	12/2017	-	(1 )	-	-
Hosting.com Inc.*	Senior loan	L + 4.50%	5.75 %	12/2017	861	851	0.1	861
ITC Global, Inc. <sup>(3)</sup>	One stop	L + 6.75%	7.75 %	07/2018	289	277	-	289
ITC Global, Inc.*	One stop	L + 6.75%	7.75 %	07/2018	8,345	8,274	1.1	8,345
ITC Global, Inc.^	One stop	L + 6.75%	7.75 %	07/2018	1,423	1,411	0.2	1,423
					24,787	24,554	3.3	24,787
Textile and Leather 5.11, Inc.*^	Senior loan	L + 5.00%	6.00 %	02/2020	1,031	1,026	0.1	1,032
Southern Tide, LLC <sup>(3)</sup>	One stop	L + 6.75%	N/A <sup>(4)</sup>	06/2019	-	(8 )	-	-
Southern Tide, LLC^	One stop	L + 6.75%	7.75 %	06/2019	4,096	4,057	0.6	4,096
					5,127	5,075	0.7	5,128
Utilities PowerPlan Consultants, Inc. <sup>(3)</sup>	Senior loan	L + 4.25%	N/A <sup>(4)</sup>	10/2018	-	(1 )	-	-
PowerPlan Consultants, Inc.*^	Senior loan	L + 4.25%	5.26 %	10/2019	3,583	3,538	0.5	3,583
					3,583	3,537	0.5	3,583
Total debt investments United States					\$ 1,309,570	\$ 1,293,046	176.4 %	\$ 1,292,851

Fair Value as a percentage of Principal Amount	98.7	%
--	------	---

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (continued)****September 30, 2014***(In thousands)*

	Investment Type	Spread Above Index (1)	Interest Rate <sup>(2)</sup>	Maturity Date	Shares / Contracts	Cost	Percentage of Net Assets	Fair Value
<b>Equity Investments <sup>(9)</sup></b>								
Aerospace and Defense NTS Technical Systems	Common stock	N/A	N/A	N/A	2	\$1,506	0.2	% \$1,597
Tresys Technology Holdings, Inc.	Common stock	N/A	N/A	N/A	295	295	-	3
Whitcraft LLC	Common stock	N/A	N/A	N/A	1	670	0.1	409
Whitcraft LLC	Warrant	N/A	N/A	N/A	-	-	-	80
						2,471	0.3	2,089
<b>Automobile</b>								
K&N Engineering, Inc.	Preferred stock A	N/A	N/A	N/A	-	-	-	9
K&N Engineering, Inc.	Preferred stock B	N/A	N/A	N/A	-	-	-	9
K&N Engineering, Inc.	Common stock	N/A	N/A	N/A	-	-	-	69
						-	-	87
<b>Beverage, Food and Tobacco</b>								
Atkins Nutritionals, Inc.	LLC interest	N/A	N/A	N/A	57	746	0.2	1,038
C. J. Foods, Inc.	Common stock	N/A	N/A	N/A	157	157	-	157
First Watch Restaurants, Inc.	Common stock	N/A	N/A	N/A	8	816	0.1	908
Goode Seed Co-Invest, LLC	LLC units	N/A	N/A	N/A	356	356	0.1	408
Julio & Sons Company	LLC interest	N/A	N/A	N/A	521	521	0.1	445
Northern Brewer, LLC	LLC interest	N/A	N/A	N/A	438	362	-	8
Richelieu Foods, Inc.	LP interest	N/A	N/A	N/A	220	220	-	166
Tate's Bake Shop, Inc.	LP interest	N/A	N/A	N/A	-	462	0.1	462
Uinta Brewing Company	LP interest	N/A	N/A	N/A	-	462	0.1	462
						4,102	0.7	4,054
<b>Buildings and Real Estate</b>								
Brooks Equipment Company, LLC	Common stock	N/A	N/A	N/A	102	1,021	0.1	1,021
<b>Containers, Packaging and Glass</b>								
Packaging Coordinators, Inc.	Common stock	N/A	N/A	N/A	25	2,065	0.3	2,536
Packaging Coordinators, Inc.	Common stock	N/A	N/A	N/A	48	1,563	0.3	2,212

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

						3,628	0.6	4,748
Diversified Conglomerate								
Manufacturing								
Chase Industries, Inc.	Common stock	N/A	N/A	N/A	1	1,186	0.2	1,186
ICCN Acquisition Corp.	Preferred stock	N/A	N/A	N/A	-	162	-	172
ICCN Acquisition Corp.	Common stock	N/A	N/A	N/A	-	-	-	2
Oasis Outsourcing Holdings, Inc.	LLC interest	N/A	N/A	N/A	1,088	860	0.2	1,679
Sunless Merger Sub, Inc.	LP interest	N/A	N/A	N/A	-	160	-	4
TIDI Products, LLC	LLC units	N/A	N/A	N/A	315	157	0.1	263
						2,525	0.5	3,306
Diversified Conglomerate								
Service								
Daxko, LLC	LLC units	N/A	N/A	N/A	219	219	-	230
Marathon Data Operating Co., LLC	Preferred stock	N/A	N/A	N/A	1	264	0.1	604
Marathon Data Operating Co., LLC	Common stock	N/A	N/A	N/A	1	264	-	57
Navex Global, Inc.	LP interest	N/A	N/A	N/A	-	666	0.2	1,604
PC Helps Support, LLC	Common stock	N/A	N/A	N/A	1	7	-	-
PC Helps Support, LLC	Preferred stock	N/A	N/A	N/A	-	61	-	70
Secure-24, LLC	LLC units	N/A	N/A	N/A	263	263	0.1	275
						1,744	0.4	2,840
Electronics								
ECI Acquisition Holdings, Inc.	Common stock	N/A	N/A	N/A	9	873	0.1	966
Sparta Holding Corporation	Common stock	N/A	N/A	N/A	1	567	0.1	567
Sparta Holding Corporation	Common stock	N/A	N/A	N/A	235	6	-	6
						1,446	0.2	1,539
Grocery								
MyWebGrocer, Inc.	LLC units	N/A	N/A	N/A	1,315	1,322	0.2	1,322
Healthcare, Education and								
Childcare								
Advanced Pain Management Holdings, Inc.	Common stock	N/A	N/A	N/A	67	67	0.1	768
Advanced Pain Management Holdings, Inc.	Preferred stock	N/A	N/A	N/A	8	829	0.1	901
Avatar International, LLC	LP interest	N/A	N/A	N/A	1	741	-	3
California Cryobank, LLC	Common stock	N/A	N/A	N/A	-	28	-	28
California Cryobank, LLC	Common stock	N/A	N/A	N/A	-	-	-	-
Certara L.P.	LP interest	N/A	N/A	N/A	-	635	0.1	679

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (continued)****September 30, 2014***(In thousands)*

	Investment Type	Spread Above Index (1)	Interest Rate <sup>(2)</sup>	Maturity Date	Shares / Contracts	Cost	Percentage of Net Assets	Fair Value
Dialysis Newco, Inc.	LLC units	N/A	N/A	N/A	871	-	0.2	1,557
Encore Rehabilitation Services, LLC	LLC interest	N/A	N/A	N/A	270	270	0.1	783
G & H Wire Company, Inc.	LP interest	N/A	N/A	N/A	-	102	-	124
Global Healthcare Exchange, LLC	Common stock	N/A	N/A	N/A	-	4	-	31
Global Healthcare Exchange, LLC	Preferred stock	N/A	N/A	N/A	-	398	0.1	418
Hospitalists Management Group, LLC	Common stock	N/A	N/A	N/A	-	38	-	4
IntegraMed America, Inc.	Common stock	N/A	N/A	N/A	1	701	0.1	701
Northwestern Management Services, LLC	Common stock	N/A	N/A	N/A	3	3	-	49
Northwestern Management Services, LLC	LLC units	N/A	N/A	N/A	0	249	0.1	285
Pentec Acquisition Sub, Inc.	Preferred stock	N/A	N/A	N/A	1	116	-	83
Radiology Partners, Inc.	LLC units	N/A	N/A	N/A	43	85	-	85
Reliant Pro ReHab, LLC	Preferred stock	N/A	N/A	N/A	2	183	0.1	883
Southern Anesthesia and Surgical	Common stock	N/A	N/A	N/A	487	487	0.1	697
Spear Education, LLC	Preferred stock	N/A	N/A	N/A	-	86	-	86
Spear Education, LLC	Common stock	N/A	N/A	N/A	1	1	-	1
Surgical Information Systems, LLC	Common stock	N/A	N/A	N/A	4	414	0.1	554
Young Innovations, Inc.	Preferred stock	N/A	N/A	N/A	-	236	-	277
						5,673	1.2	8,997
Home and Office Furnishings, Housewares, and Durable Consumer Top Knobs USA, Inc.	Common stock	N/A	N/A	N/A	3	35	-	213
Insurance								
Captive Resources Midco, LLC	LLC units	N/A	N/A	N/A	1	86	-	191
Investment Funds and Vehicles								
Senior Loan Fund LLC <sup>(7)(8)</sup>	LLC interest	N/A	N/A	N/A	9,318	9,318	1.3	9,242

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Leisure, Amusement, Motion  
Pictures and Entertainment

Competitor Group, Inc.	LLC interest	N/A	N/A	N/A	708	713	-	43
LMP TR Holdings, LLC	LLC units	N/A	N/A	N/A	712	712	0.1	712
Starplex Operating, L.L.C.	Common stock	N/A	N/A	N/A	1	183	-	241
Titan Fitness, LLC	Common stock	N/A	N/A	N/A	6	582	0.1	649
						2,190	0.2	1,645

Personal and Non-Durable

Consumer Products

Hygenic Corporation, The	LP interest	N/A	N/A	N/A	1	61	-	116
Massage Envy, LLC	LLC interest	N/A	N/A	N/A	749	749	0.1	757
Team Technologies Acquisition Company	Common stock	N/A	N/A	N/A	-	148	-	225
						958	0.1	1,098

Personal Transportation

PODS Funding Corp. II	Warrant	N/A	N/A	N/A	271	-	0.2	1,599
-----------------------	---------	-----	-----	-----	-----	---	-----	-------

Personal, Food and Miscellaneous  
Services

R.G. Barry Corporation	Preferred stock	N/A	N/A	N/A	-	161	-	161
------------------------	-----------------	-----	-----	-----	---	-----	---	-----

Printing and Publishing

Market Track, LLC	Preferred stock	N/A	N/A	N/A	-	145	-	178
Market Track, LLC	Common stock	N/A	N/A	N/A	1	145	0.1	245
						290	0.1	423

Retail Stores

Barcelona Restaurants, LLC <sup>(8)(10)</sup>	LP interest	N/A	N/A	N/A	1,996	1,996	0.4	3,080
Benihana, Inc.	LLC units	N/A	N/A	N/A	43	699	0.1	747
Capital Vision Services, LLC	LLC interest	N/A	N/A	N/A	402	17	0.1	520
DentMall MSO, LLC	Common stock	N/A	N/A	N/A	2	-	-	-
DentMall MSO, LLC	Preferred stock	N/A	N/A	N/A	2	97	-	97
Express Oil Change, LLC	LLC interest	N/A	N/A	N/A	81	81	-	79
Marshall Retail Group LLC, The	Common stock	N/A	N/A	N/A	15	154	-	154
Paper Source, Inc.	LLC interest	N/A	N/A	N/A	8	1,387	0.2	1,417
PetPeople Enterprise, LLC	LP interest	N/A	N/A	N/A	889	889	0.1	889
Rubio's Restaurants, Inc.	Preferred stock	N/A	N/A	N/A	199	945	0.2	1,430

See Notes to Consolidated Financial Statements

**Golub Capital BDC, Inc. and Subsidiaries****Consolidated Schedule of Investments (continued)****September 30, 2014***(In thousands)*

Investment	Spread		Maturity	Shares		Cost
	Above	Interest		Cont'd	Cost	
Type	Index (1)	Rate <sup>(2)</sup>	Date			
Sneaker Villa, Inc.	LLC interest	N/A	N/A	N/A	4	411
Vision Source L.P.	Common stock	N/A	N/A	N/A	9	386
Vision Source L.P.	Common stock	N/A	N/A	N/A	-	-
						7,062
Telecommunications						
ITC Global, Inc.	Preferred stock	N/A	N/A	N/A	17	311
Textiles and Leather						
Southern Tide, LLC	LLC interest	N/A	N/A	N/A	2	191
Total equity investments United States						\$44,534
Total United States						\$1,337,580
Total Investments						\$1,337,580
Cash, Restricted Cash and Cash Equivalents						
Cash and Restricted Cash						\$42,744
US Bank Money Market Account (cusip 9AMMF05B2)						37,199
Total Cash, Restricted Cash and Cash Equivalents						\$79,943
Total Investments and Cash, Restricted Cash and Cash Equivalents						\$1,417,523

\* Denotes that all or a portion of the loan secures the notes offered in the 2010 Debt Securitization (as defined in Note 7).

^ Denotes that all or a portion of the loan secures the notes offered in the 2014 Debt Securitization (as defined in Note 7).

(1) The majority of the investments bear interest at a rate that may be determined by reference to London Interbank Offered Rate ("LIBOR" or "L") or Prime ("P") and which reset daily, quarterly or semiannually. For each, the

Company has provided the spread over LIBOR or Prime and the weighted average current interest rate in effect as of September 30, 2014.

Certain investments are subject to a LIBOR or Prime interest rate floor. For fixed rate loans, a spread above a reference rate is not applicable.

- (2) For portfolio companies with multiple interest rate contracts, the interest rate shown is a weighted average current interest rate in effect as of September 30, 2014.

The negative fair value is the result of the capitalized discount on the loan or the unfunded commitment being valued below par. The negative cost is the result of the capitalized discount being greater than the principal amount outstanding on the loan.

- (3) The entire commitment was unfunded as of September 30, 2014. As such, no interest is being earned on this investment.

The sale of a portion of this loan does not qualify for sale accounting under ASC Topic 860 - *Transfers and Servicing*, and therefore, the entire one stop loan asset remains in the Consolidated Schedule of Investments. (See Note 7 in the accompanying notes to the consolidated financial statements.)

- (4) Loan was on non-accrual status as of September 30, 2014, meaning that the Company has ceased recognizing interest income on the loan.

As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" of and "Control" this portfolio company as the Company owns more than 25% of the portfolio company's outstanding voting securities or has the power to exercise control over management or policies of such portfolio company (including through a management agreement).

- (5) See Note 5 in the accompanying notes to the consolidated financial statements for transactions during the year ended September 30, 2014 in which the issuer was both an Affiliated Person and a portfolio company that the Company is deemed to Control.

The investment is treated as a non-qualifying asset under Section 55(a) of the 1940 Act. Under the 1940 Act, the

- (6) Company may not acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets.

- (7) Non-income producing securities.

As defined in the 1940 Act, the Company is deemed to be an "Affiliated Person" of the portfolio company as the Company along with affiliated entities owns five percent or more of the portfolio company's voting

- (8) securities. See Note 5 in the accompanying notes to the financial statements for transactions during the year ended September 30, 2014 in which the issuer was an Affiliated Person (but not a portfolio company that the Company is deemed to control).

See Notes to Consolidated Financial Statements



**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
(In thousands, except shares and per share data)

**Note 1.**

**Organization**

Golub Capital BDC, Inc. (“GBDC” and, collectively with its subsidiaries, the “Company”) is an externally managed, closed-end, non-diversified management investment company. GBDC has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). In addition, for U.S. federal income tax purposes, GBDC has 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’s investment strategy is to invest primarily in senior secured, one stop (a loan that combines characteristics of traditional first lien senior secured loans and second lien or subordinated loans), second lien and subordinated (a loan that ranks senior only to a borrower’s equity securities and ranks junior to all of such borrower’s other indebtedness in priority of payment) loans of, and warrants and minority equity securities in, U.S. middle market companies that are, in most cases, sponsored by private equity firms. The Company has entered into an investment advisory agreement (the “Investment Advisory Agreement”) with GC Advisors LLC (the “Investment Adviser”), under which the Investment Adviser manages the day-to-day operations of, and provides investment advisory services to, the Company. Under an administration agreement (the “Administration Agreement”) the Company is provided with certain services by an administrator (the “Administrator”), which is currently Golub Capital LLC.

**Note 2.**

**Significant Accounting Policies and Recent Accounting Updates**

**Basis of presentation:** The Company is an investment company as defined in the accounting and reporting guidance under Accounting Standards Codification (“ASC”) Topic 946 – *Financial Services – Investment Companies* (“ASC Topic 946”).

The accompanying interim consolidated financial statements of the Company and related financial information have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Articles 6 or 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for annual financial statements. In the opinion of management, the consolidated financial statements reflect all adjustments and reclassifications consisting solely of normal accruals that are necessary for the fair presentation of financial results as of and for the periods presented. All intercompany balances and transactions have been eliminated. Certain prior period amounts have been reclassified to conform to the current period presentation.

**Fair value of financial instruments:** The Company applies fair value to 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. In accordance with ASC Topic 820, the Company has categorized its financial instruments carried at fair value, based on the priority of the valuation technique, into a three-level fair value hierarchy. Fair value is a market-based measure considered from the perspective of the market participant who holds the financial instrument rather than an entity-specific measure. Therefore, when market assumptions are not readily available, the Company’s own assumptions are set to reflect those that management believes market participants would use in pricing the financial instrument at the measurement date.

The availability of observable inputs can vary depending on the financial instrument and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new, whether the product is traded on an active exchange or in the secondary market and the current market conditions. To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for financial instruments classified as Level 3.

**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

Any changes to the valuation methodology are reviewed by management and the Company's board of directors (the "Board") to confirm that the changes are appropriate. As markets change, new products develop and the pricing for products becomes more or less transparent, the Company will continue to refine its valuation methodologies. See further description of fair value methodology in Note 6.

**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:** As provided under Regulation S-X and ASC Topic 946, the Company will generally not consolidate its investment in a company other than an investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. Accordingly, the Company consolidated the results of the Company's wholly-owned subsidiaries in its consolidated financial statements. The Company does not consolidate its noncontrolling interest in Senior Loan Fund LLC ("SLF"). See further description of the Company's investment in SLF in Note 4.

Assets related to transactions that do not meet ASC Topic 860 — *Transfers and Servicing* ("ASC Topic 860") requirements for accounting sale treatment are reflected in the Company's consolidated statements of financial condition as investments. Those assets are owned by special purpose entities, including Golub Capital BDC 2010-1 LLC ("2010 Issuer"), Golub Capital BDC CLO 2014 LLC ("2014 Issuer"), Golub Capital BDC Funding LLC ("Funding") and Golub Capital BDC Revolver Funding, LLC ("Revolver Funding"), that are consolidated in the Company's consolidated financial statements. The creditors of the special purpose entities have received security interests in such assets and such assets are not intended to be available to the creditors of GBDC (or any affiliate of GBDC).

**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 deposits its cash in financial institutions and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits.

**Restricted cash and cash equivalents:** Restricted cash and cash equivalents include amounts that are collected and are held by trustees who have been appointed as custodians of the assets securing certain of the Company's financing

transactions. Restricted cash is held by the trustees for payment of interest expense and principal on the outstanding borrowings or reinvestment into new assets. In addition, restricted cash and cash equivalents include amounts held within the Company's small business investment companies ("SBICs"). The amounts held within the SBICs are generally restricted to the originations of new loans from the SBICs and the payment of U.S. Small Business Administration ("SBA") debentures and related interest expense.

**Revenue recognition:**

*Investments and related investment income:* Interest income is accrued based upon the outstanding principal amount and contractual interest terms of debt investments. For the three and six months ended March 31, 2015, the Company earned interest of \$27,489 and \$54,808, respectively. For the three and six months ended March 31, 2014, the Company earned interest of \$24,977 and \$49,456, respectively. As of March 31, 2015 and September 30, 2014, the Company had interest receivable of \$5,947 and \$5,791, respectively.

**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
(In thousands, except shares and per share data)

Loan origination fees, original issue discount and market discount or premium are capitalized, and the Company accretes or amortizes such amounts over the life of the loan as interest income. For the three and six months ended March 31, 2015, interest income included \$1,820 and \$3,490, respectively, of accretion of discounts. For the three and six months ended March 31, 2014, interest income included \$1,740 and \$3,647, respectively, of accretion of discounts. For the three and six months ended March 31, 2015, the Company received loan origination fees of \$2,145 and \$5,207, respectively. For the three and six months ended March 31, 2014, the Company received loan origination fees of \$2,508 and \$5,490, respectively. These loan origination fees are capitalized and amortized over the life of the loan as interest income.

For investments with contractual payment-in-kind (“PIK”) interest, which represents contractual interest accrued and added to the principal balance that generally becomes due at maturity, the Company will not accrue PIK interest if the portfolio company valuation indicates that the PIK interest is not collectible. For the three and six months ended March 31, 2015, the Company recorded PIK income of \$313 and \$815, respectively, and received PIK payments in cash of \$178 and \$379. For the three and six months ended March 31, 2014, the Company recorded PIK income of \$336 and \$749, respectively, and received PIK payments in cash of \$157 and \$1,906, respectively.

In addition, the Company may generate revenue in the form of amendment, structuring or due diligence fees, fees for providing managerial assistance, consulting fees and prepayment premiums on loans. The Company records these fees as fee income when received. All other income is recorded into income when earned. For the three and six months ended March 31, 2015, fee income included \$554 and \$701 of prepayment premiums, respectively. For the three and six months ended March 31, 2014, fee income included \$0 and \$1,000 of prepayment premiums, respectively.

For the three and six months ended March 31, 2015, the Company received interest and fees in cash, which excludes capitalized loan origination fees, in the amounts of \$26,361 and \$51,516, respectively. For the three and six months ended March 31, 2014, the Company received interest and fees in cash, which excludes capitalized loan origination fees, in the amounts of \$22,019 and \$46,969, respectively.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies or on the ex-dividend date for publicly traded portfolio companies. Each distribution received from limited liability company (“LLC”) and limited partnership (“LP”) investments is evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, the Company will not record distributions from equity investments in LLCs and LPs as dividend income unless there are sufficient accumulated tax-basis earnings and profits in the LLC or LP prior to the

distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment. For the three and six months ended March 31, 2015, the Company recorded dividend income of \$377 and \$395, respectively, and return of capital distributions of \$0 and \$8, respectively. For the three and six months ended March 31, 2014, the Company recorded dividend income of \$262 and \$278, respectively, and return of capital distributions of \$948 and \$2,298, respectively.

Investment transactions are accounted for on a trade-date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the cost basis of investment, without regard to unrealized gains or losses previously recognized. The Company reports 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.

**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
(In thousands, except shares and per share data)

*Non-accrual loans:* A loan may be left on accrual status during the period the Company is pursuing repayment of the loan. Management reviews all loans that become 90 days or more past due on principal and interest, or when there is reasonable doubt that principal or interest will be collected, for possible placement on non-accrual status. When a loan is placed on non-accrual status, unpaid interest credited to income is reversed. Additionally, any original issue discount and market discount are no longer accreted to interest income as of the date the loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management's judgment, payments are likely to remain current. The total fair value of non-accrual loans was \$3,209 and \$5 as of March 31, 2015 and September 30, 2014, respectively.

*Partial loan sales:* The Company follows the guidance in ASC Topic 860 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 remain on the Company's consolidated statements of financial condition and the proceeds are recorded as a secured borrowing until the definition is met. Secured borrowings are carried at fair value to correspond with the related investments, which are carried at fair value. See Note 7 for additional information.

**Income taxes:** The Company has elected to be treated as a RIC under Subchapter M of the Code and operates in a manner so as to qualify for the tax treatment applicable to RICs. In order to qualify as a RIC, among other things, the Company is required to meet certain source of income and asset diversification requirements and timely distribute to its stockholders at least 90% of investment company taxable income, as defined by the Code, for each tax year. The Company has made, and intends to continue to make, the requisite distributions to its stockholders, which will generally relieve the Company from U.S. federal income taxes with respect to all income distributed to its stockholders.

Depending on the level of taxable income earned in a tax year, the Company may choose to retain taxable income in excess of current year dividend distributions, and would distribute such taxable income in the next tax year. The Company would then pay a 4% excise tax on such income, as required. To the extent that the Company determines that its estimated current year annual taxable income, determined on a calendar year basis, could exceed estimated current calendar year dividend distributions, the Company accrues excise tax, if any, on estimated excess taxable income as taxable income is earned. For the three and six months ended March 31, 2015 and 2014, no amount was recorded for U.S. federal excise tax.

The Company accounts for income taxes in conformity with ASC Topic 740 — *Income Taxes* (“ASC Topic 740”). ASC Topic 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in 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 sustained by the applicable tax authority. 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 in income tax expense. There were no material uncertain income tax positions through March 31, 2015. The 2011 through 2014 tax years remain subject to examination by U.S. federal and most state tax authorities.

**Dividends and distributions:** Dividends and distributions to common stockholders are recorded on the record date. The amount to be paid out as a dividend or distribution is determined by the Board each quarter and is generally based upon the earnings estimated by management. Net realized capital gains, if any, are distributed at least annually, although the Company may decide to retain such capital gains for investment.



**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

The Company has adopted a dividend reinvestment plan (“DRIP”) that provides for reinvestment of any distributions the Company declares in cash on behalf of its stockholders, unless a stockholder elects to receive cash. As a result, if the Board authorizes and the Company declares a cash distribution, then stockholders who have not “opted out” of the DRIP will have their cash distribution automatically reinvested in additional shares of the Company’s common stock, rather than receiving the cash dividend. The Company may use newly issued shares under the guidelines of the DRIP (if the Company’s shares are trading at a premium to net asset value), or the Company may purchase shares in the open market in connection with the obligations under the plan. In particular, if the Company’s shares are trading at a significant discount to net asset value and the Company is otherwise permitted under applicable law to purchase such shares, the Company intends to purchase shares in the open market in connection with any obligations under the DRIP.

In the event the market price per share of the Company’s common stock on the date of a distribution exceeds the most recently computed net asset value per share of the common stock, the Company will issue shares of common stock to participants in the DRIP at the greater of the most recently computed net asset value per share of common stock or 95% of the current market price per share of common stock (or such lesser discount to the current market price per share that still exceeds the most recently computed net asset value per share of common stock).

**Share repurchase plan:** On August 5, 2014, the Board approved a share repurchase program (the “Program”) which allows the Company to repurchase up to \$50,000 of the Company’s outstanding common stock on the open market at prices below the Company’s NAV as reported in its then most recently published consolidated financial statements. The Program may be implemented at the discretion of management. The shares may be purchased from time to time at prevailing market prices, through open market transactions, including block transactions. The Company did not make any repurchases of its common stock during the three and six months ended March 31, 2015.

**Deferred financing costs:** Deferred financing costs represent fees and other direct incremental costs incurred in connection with the Company’s borrowings. As of March 31, 2015 and September 30, 2014, the Company had deferred financing costs of \$8,348 and \$9,515, respectively. These amounts are amortized and included in interest expense in the consolidated statements of operations over the estimated average life of the borrowings. Amortization expense for the three and six months ended March 31, 2015 was \$1,088 and \$2,135, respectively. Amortization expense for the three and six months ended March 31, 2014 was \$460 and \$899, respectively.

**Deferred offering costs:** Deferred offering costs consist of fees paid in relation to legal, accounting, regulatory and printing work completed in preparation of equity offerings. Deferred offering costs are charged against the proceeds

from equity offerings when received. As of March 31, 2015 and September 30, 2014, deferred offering costs, which are included in other assets on the consolidated statements of financial condition, were \$247 and \$247, respectively.

**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
(In thousands, except shares and per share data)

**Recent accounting pronouncements:** In August 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-13, *Consolidation (Topic 810): Measuring the Financial Assets and Financial Liabilities of a Consolidated Collateralized Financing Entity*, containing new guidance for fair valuing the financial assets and financial liabilities of a consolidate collateralized financing entity. This guidance is effective for annual and interim periods beginning after December 15, 2015. The Company is currently evaluating the impact this ASU will have on its consolidated financial statements.

In February 2015, FASB issued ASU 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis*. Under this revised standard, greater emphasis is placed on risk of loss when determining a controlling financial interest. This standard also amends how variable interests held by a reporting entity’s related parties affect the reporting entity’s consolidation conclusion. This guidance is effective for annual reporting periods, and the interim periods within those periods, beginning after December 15, 2015. The Company is currently evaluating the impact this ASU will have on its consolidated financial statements.

In April 2015, FASB issued ASU 2015-03, *Interest – Imputation of interest (Subtopic 835-30) Simplifying the Presentation of Debt Issuance Costs*, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. This guidance is effective for annual and interim periods beginning after December 15, 2015. The Company is currently evaluating the impact this ASU will have on its consolidated financial statements.

**Note 3.**

**Related Party Transactions**

**Investment Advisory Agreement:** Under the Investment Advisory Agreement, the Investment Adviser manages the day-to-day operations of, and provides investment advisory services to, GBDC. The Board most recently reapproved the Investment Advisory Agreement in May 2015. The Investment Adviser is a registered investment adviser with the Securities and Exchange Commission (the “SEC”). The Investment Adviser receives fees for providing services, consisting of two components, a base management fee and an Incentive Fee (as defined below).

The base management fee is calculated at an annual rate equal to 1.375% of average adjusted gross assets at the end of the two most recently completed calendar quarters (including assets purchased with borrowed funds and securitization-related assets, leverage, unrealized depreciation or appreciation on derivative instruments and cash collateral on deposit with custodian but adjusted to exclude cash and cash equivalents so that investors do not pay the

base management fee on such assets) and is payable quarterly in arrears. Additionally, the Investment Adviser is voluntarily excluding assets funded with secured borrowing proceeds from the base management fee. The base management fee is adjusted, based on the actual number of days elapsed relative to the total number of days in such calendar quarter, for any share issuances or repurchases during such calendar quarter. For purposes of the Investment Advisory Agreement, cash equivalents means U.S. government securities and commercial paper instruments maturing within 270 days of purchase (which is different than the GAAP definition, which defines cash equivalents as U.S. government securities and commercial paper instruments maturing within 90 days of purchase). To the extent that the Investment Adviser or any of its affiliates provides investment advisory, collateral management or other similar services to a subsidiary of the Company, the base management fee will be reduced by an amount equal to the product of (1) the total fees paid to the Investment Adviser by such subsidiary for such services and (2) the percentage of such subsidiary's total equity, including membership interests and any class of notes not exclusively held by one or more third parties, that is owned, directly or indirectly, by the Company.

The Company has structured the calculation of the Incentive Fee to include a fee limitation such that an Incentive Fee for any quarter can only be paid to the Investment Adviser if, after such payment, the cumulative Incentive Fees paid to the Investment Adviser since April 13, 2010, the effective date of the Company's election to become a BDC, would be less than or equal to 20.0% of the Company's Cumulative Pre-Incentive Fee Net Income (as defined below).

The Company accomplishes this limitation by subjecting each quarterly Incentive Fee payable under the Income and Capital Gain Incentive Fee Calculation (as defined below) to a cap (the "Incentive Fee Cap"). The Incentive Fee Cap in any quarter is equal to the difference between (a) 20.0% of Cumulative Pre-Incentive Fee Net Income and (b) cumulative Incentive Fees of any kind paid to the Investment Adviser by GBDC since April 13, 2010. To the extent the Incentive Fee Cap is zero or a negative value in any quarter, no Incentive Fee would be payable in that quarter. If, for any relevant period, the Incentive Fee Cap calculation results in the Company paying less than the amount of

**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
(In thousands, except shares and per share data)

the Incentive Fee calculated above, then the difference between the Incentive Fee and the Incentive Fee Cap will not be paid by GBDC and will not be received by the Investment Adviser as an Incentive Fee either at the end of such relevant period or at the end of any future period. “Cumulative Pre-Incentive Fee Net Income” is equal to the sum of (a) Pre-Incentive Fee Net Investment Income (as defined below) for each period since April 13, 2010 and (b) cumulative aggregate realized capital gains, cumulative aggregate realized capital losses, cumulative aggregate unrealized capital depreciation and cumulative aggregate unrealized capital appreciation since April 13, 2010.

“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 calendar quarter (including the base management fee, taxes, any expenses payable under the Investment Advisory Agreement and the Administration Agreement, any expenses of securitizations and any interest expense and dividends paid on any outstanding preferred stock, but excluding the Incentive Fee). 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 interest, preferred stock with PIK dividends and zero coupon securities, accrued income that the Company has not yet received in cash.

Incentive Fees are calculated and payable quarterly in arrears (or, upon termination of the Investment Advisory Agreement, as of the termination date).

The income and capital gains incentive fee calculation (the “Income and Capital Gain Incentive Fee Calculation”) has two parts, the income component (the “Income Incentive Fee”) and the capital gains component (the “Capital Gain Incentive Fee” and, together with the Income Incentive Fee, the “Incentive Fee”). The Income Incentive Fee is calculated quarterly in arrears based on the Company’s Pre-Incentive Fee Net Investment Income for the immediately preceding calendar quarter.

For the three and six months ended March 31, 2015, the Income Incentive Fee incurred was \$1,220 and \$2,152, respectively. For the three and six months ended March 31, 2014, the Income Incentive Fee incurred was \$1,656 and \$4,688, respectively.

Pre-Incentive Fee Net Investment Income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Because of the structure of the Income Incentive Fee, it is possible that

an Incentive Fee may be calculated under this formula with respect to a period in which the Company has incurred a loss. For example, if the Company receives Pre-Incentive Fee Net Investment Income in excess of the hurdle rate (as defined below) for a calendar quarter, the Income Incentive Fee will result in a positive value and an Incentive Fee will be paid unless the payment of such Incentive Fee would cause the Company to pay Incentive Fees on a cumulative basis that exceed the Incentive Fee Cap. Pre-Incentive Fee Net Investment Income, expressed as a rate of return on the value of the Company's 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% quarterly. 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 Pre-Incentive Fee Net Investment Income and make it easier for the Investment Adviser to surpass the fixed hurdle rate and receive an Incentive Fee based on such net investment income.

The Company's Pre-Incentive Fee Net Investment Income used to calculate this part of the Incentive Fee is also included in the amount of its total assets (excluding cash and cash equivalents but including assets purchased with borrowed funds and securitization-related assets, unrealized depreciation or appreciation on derivative instruments and cash collateral on deposit with custodian) used to calculate the 1.375% base management fee annual rate.

**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
(In thousands, except shares and per share data)

The Company calculates the Income Incentive Fee with respect to its Pre-Incentive Fee Net Investment Income quarterly, in arrears, as follows:

·Zero in any calendar quarter in which the Pre-Incentive Fee Net Investment Income does not exceed the hurdle rate; 100% 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 Company's 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 Adviser with 20.0% of the Pre-Incentive Fee Net Investment Income as if a hurdle rate did not apply if the Company's Pre-Incentive Fee 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 these calculations yields the "Income Incentive Fee". This amount is appropriately adjusted for any share issuances or repurchases during the quarter.

The Capital Gain Incentive Fee equals (a) 20.0% of the Company's Capital Gain Incentive Fee Base (as defined below), if any, calculated in arrears as of the end of each calendar year (or upon termination of the Investment Advisory Agreement, as of the termination date), which commenced with the calendar year ending December 31, 2010, less (b) the aggregate amount of any previously paid Capital Gain Incentive Fees. On August 5, 2014, the Company amended the Investment Advisory Agreement, effective as of June 30, 2014, to provide that the Capital Gain Incentive Fee Base is reduced by the amount of any unamortized deferred financing costs, if and to the degree that such costs exceed unrealized capital appreciation. The Company's "Capital Gain Incentive Fee Base" equals (1) the sum of (i) realized capital gains, if any, on a cumulative positive basis from the date the Company elected to become a BDC through the end of each calendar year, (ii) all realized capital losses on a cumulative basis and (iii) all unrealized capital depreciation on a cumulative basis less (2) all unamortized deferred financing costs, if and to the extent such costs exceed all unrealized capital appreciation on a cumulative basis.

The cumulative aggregate realized capital losses are calculated as the sum of the amounts by which (a) the net sales price of each investment in the Company's portfolio when sold is less than (b) the accreted or amortized cost basis of such investment.

The cumulative aggregate realized capital gains are calculated as the sum of the differences, if positive, between (a) the net sales price of each investment in the Company's portfolio when sold and (b) the accreted or amortized cost basis of such investment.

The aggregate unrealized capital depreciation is calculated as the sum of the differences, if negative, between (a) the valuation of each investment in the Company's portfolio as of the applicable Capital Gain Incentive Fee calculation date and (b) the accreted or amortized cost basis of such investment.

The sum of the Income Incentive Fee and Capital Gain Incentive Fee is the "Incentive Fee."

The Capital Gain Incentive Fee payable as calculated under the Investment Advisory Agreement (as described above) for the three and six months ended March 31, 2015 and 2014 was \$0 and \$0, respectively. However, in accordance with GAAP, we are required to include the aggregate unrealized capital appreciation on investments in the calculation and accrue a capital gain incentive fee on a quarterly basis, as if such unrealized capital appreciation were realized, even though such unrealized capital appreciation is not permitted to be considered in calculating the fee actually payable under the Investment Advisory Agreement. If the Capital Gain Incentive Fee Base, adjusted as required by GAAP to include unrealized appreciation, is positive at the end of a period, then GAAP requires the Company to accrue a capital gain incentive fee equal to 20% of such amount, less the aggregate amount of the actual Capital Gain Incentive Fees paid and capital gain incentive fees accrued under GAAP in all prior periods.



**Golub Capital BDC, Inc. and Subsidiaries**  
**Notes to Unaudited Consolidated Financial Statements**  
(In thousands, except shares and per share data)

If such amount is negative, then there is no accrual for such period. The resulting accrual under GAAP in a given period may result in additional expense if such cumulative amount is greater than in the prior period or a reversal of previously recorded expense if such cumulative amount is less than in the prior period. There can be no assurance that such unrealized capital appreciation will be realized in the future. From inception through March 31, 2015, the Company has not made any Capital Gain Incentive Fee payments. For the three and six months ended March 31, 2015, the Company accrued a capital gain incentive fee under GAAP of \$1,038 and \$1,177, respectively. For the three and six months ended March 31, 2014, the Company did not accrue a capital gain incentive fee under GAAP.

As described above, the Incentive Fee will not be paid at any time if, after such payment, the cumulative Incentive Fees paid to date would be greater than the Incentive Fee Cap.

**Administration Agreement:** Under the Administration Agreement, the Administrator furnishes the Company with office facilities and equipment, provides the Company with clerical, bookkeeping and record keeping services at such facilities and provides the Company with other administrative services as the Administrator, subject to review by the Board, determines necessary to conduct the Company's day-to-day operations. GBDC reimburses the Administrator the allocable portion (subject to the review and approval of the Board) of overhead and other expenses incurred by it in performing its obligations under the Administration Agreement, including rent, fees and expenses associated with performing compliance functions and GBDC's allocable portion of the cost of its chief financial officer and chief compliance officer and their respective staffs. The Board reviews such expenses to determine that these expenses are reasonable and comparable to administrative services charged by unaffiliated third party asset managers. Under the Administration Agreement, the Administrator also provides, on the Company's behalf, significant managerial assistance to those portfolio companies to which the Company is required to provide such assistance and will be paid an additional amount based on the cost of the services provided, which amount shall not exceed the amount the Company receives from such portfolio companies.

Included in accounts payable and accrued expenses is \$585 and \$548 as of March 31, 2015 and September 30, 2014, respectively, for accrued allocated shared services under the Administration Agreement. The administrative service fee expense under the Administration Agreement for the three and six months ended March 31, 2014 was \$584 and \$1,191, respectively. The administrative service fee expense under the Administration Agreement for the three and six months ended March 31, 2014 was \$742 and \$1,324, respectively.

**Other related party transactions:** The Administrator pays for certain unaffiliated third-party expenses incurred by the Company. Such expenses include postage, printing, office supplies and rating agency fees. These expenses are not

marked-up and represent the same amount the Company would have paid had the Company paid the expenses directly. These expenses are subsequently reimbursed in cash.

Total expenses reimbursed to the Administrator during the three and six months ended March 31, 2015 were \$301 and \$457, respectively. Total expenses reimbursed to the Administrator during the three and six months ended March 31, 2014 were \$478 and \$801, respectively.

As of March 31, 2015 and September 30, 2014, included in accounts payable and accrued expenses were \$224 and \$156, respectively, for accrued expenses paid on behalf of the Company by the Administrator.

During the three and six months ended March 31, 2015, the Company sold \$83,376 and \$99,201, respectively, of investment commitments to SLF at fair value. During the three and six months ended March 31, 2015, the Company sold \$0 of investment commitments to SLF at fair value.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

**Note 4.****Investments**

Investments as of March 31, 2015 and September 30, 2014 consisted of the following:

	As of March 31, 2015			As of September 30, 2014		
	Par	Cost	Fair Value	Par	Cost	Fair Value
Senior secured	\$217,391	\$214,531	\$212,370	\$268,136	\$265,042	\$262,859
One stop	1,057,179	1,042,951	1,042,534	952,359	939,765	940,729
Second lien	59,902	59,115	59,708	59,902	59,086	59,964
Subordinated debt	3,584	3,567	3,523	3,584	3,564	3,710
Subordinated notes in SLF <sup>(1)</sup>	41,557	41,557	41,557	25,589	25,589	25,589
LLC equity interests in SLF <sup>(1)</sup>	N/A	15,312	15,458	N/A	9,318	9,242
Equity	N/A	37,526	47,913	N/A	35,216	45,519
Total	\$1,379,613	\$1,414,559	\$1,423,063	\$1,309,570	\$1,337,580	\$1,347,612

<sup>(1)</sup> SLF's proceeds from the subordinated notes and LLC equity interests invested in SLF were utilized by SLF to invest in senior secured loans.

The following tables show the portfolio composition by geographic region at cost and fair value as a percentage of total investments in portfolio companies. 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.

	As of March 31, 2015			As of September 30, 2014		
Cost:						
United States						
Mid-Atlantic	\$ 349,722	24.7	%	\$ 306,582	22.9	%

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Midwest	256,452	18.1	274,923	20.6
West	274,490	19.4	288,915	21.6
Southeast	345,206	24.4	283,935	21.2
Southwest	119,216	8.5	116,105	8.7
Northeast	69,473	4.9	67,120	5.0
Total	\$ 1,414,559	100.0 %	\$ 1,337,580	100.0 %

Fair Value:

United States

Mid-Atlantic	\$ 344,491	24.2 %	\$ 302,159	22.4 %
Midwest	259,738	18.3	278,527	20.7
West	278,103	19.5	291,587	21.6
Southeast	346,575	24.4	288,565	21.4
Southwest	122,345	8.6	117,923	8.8
Northeast	71,811	5.0	68,851	5.1
Total	\$ 1,423,063	100.0 %	\$ 1,347,612	100.0 %

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

The industry compositions of the portfolio at cost and fair value were as follows:

	As of March 31, 2015			As of September 30, 2014		
Cost:						
Aerospace and Defense	\$ 76,431	5.4	%	\$ 75,696	5.6	%
Automobile	21,130	1.5		14,630	1.1	
Banking	17,478	1.2		17,292	1.3	
Beverage, Food and Tobacco	118,591	8.4		119,912	9.0	
Buildings and Real Estate	32,558	2.3		28,502	2.1	
Cargo Transport	1,935	0.2		1,942	0.1	
Chemicals, Plastics and Rubber	6,189	0.4		-	-	
Containers, Packaging and Glass	30,995	2.2		31,136	2.3	
Diversified Conglomerate Manufacturing	75,351	5.3		73,053	5.5	
Diversified Conglomerate Service	177,914	12.6		167,034	12.5	
Electronics	121,944	8.6		107,274	8.0	
Finance	13,064	0.9		13,059	1.0	
Grocery	20,106	1.4		18,056	1.3	
Healthcare, Education and Childcare	226,184	16.0		224,961	16.8	
Home and Office Furnishings, Housewares and Durable Consumer	7,045	0.5		6,897	0.5	
Insurance	19,520	1.4		19,547	1.5	
Investment Funds and Vehicles	56,869	4.0		34,907	2.6	
Leisure, Amusement, Motion Pictures and Entertainment	50,708	3.6		55,126	4.1	
Mining, Steel, Iron and Non-Precious Metals	5,216	0.4		5,136	0.4	
Oil and Gas	1,275	0.1		1,310	0.1	
Personal and Non-Durable Consumer Products	39,915	2.8		32,065	2.4	
Personal, Food and Miscellaneous Services	37,535	2.7		39,815	3.0	
Personal Transportation	-	-		-	-	
Printing and Publishing	32,218	2.3		30,495	2.3	
Retail Stores	175,964	12.4		186,067	13.9	
Telecommunications	25,713	1.8		24,865	1.9	
Textiles and Leather	5,513	0.4		5,266	0.4	
Utilities	17,198	1.2		3,537	0.3	
Total	\$ 1,414,559	100.0	%	\$ 1,337,580	100.0	%

Fair Value:

As of March 31, 2015      As of September 30, 2014

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Aerospace and Defense	\$ 74,005	5.2	% \$ 74,470	5.5	%
Automobile	21,397	1.5	14,546	1.1	
Banking	17,421	1.2	17,245	1.3	
Beverage, Food and Tobacco	118,645	8.3	119,610	8.9	
Buildings and Real Estate	32,958	2.3	28,703	2.1	
Cargo Transport	1,934	0.1	1,923	0.1	
Chemicals, Plastics and Rubber	6,170	0.4	-	-	
Containers, Packaging and Glass	31,950	2.2	32,500	2.4	
Diversified Conglomerate Manufacturing	76,249	5.4	74,058	5.5	
Diversified Conglomerate Service	180,308	12.7	170,397	12.6	
Electronics	123,867	8.7	108,695	8.1	
Finance	10,509	0.7	10,530	0.8	
Grocery	20,360	1.4	18,267	1.3	
Healthcare, Education and Childcare	227,736	16.0	227,144	16.8	
Home and Office Furnishings, Housewares and Durable Consumer	5,484	0.4	5,241	0.4	
Insurance	19,831	1.4	19,844	1.5	
Investment Funds and Vehicles	57,015	4.0	34,830	2.6	
Leisure, Amusement, Motion Pictures and Entertainment	49,145	3.5	53,922	4.0	
Mining, Steel, Iron and Non-Precious Metals	5,255	0.4	5,182	0.4	
Oil and Gas	1,291	0.1	1,325	0.1	
Personal and Non-Durable Consumer Products	40,783	2.9	32,620	2.4	
Personal, Food and Miscellaneous Services	37,955	2.7	40,194	3.0	
Personal Transportation	-	-	1,599	0.1	
Printing and Publishing	32,765	2.3	30,910	2.3	
Retail Stores	181,239	12.8	189,857	14.1	
Telecommunications	26,035	1.8	25,098	1.9	
Textiles and Leather	5,563	0.4	5,319	0.4	
Utilities	17,193	1.2	3,583	0.3	
Total	\$ 1,423,063	100.0	% \$ 1,347,612	100.0	%

## **Golub Capital BDC, Inc. and Subsidiaries**

### **Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

#### **Senior Loan Fund LLC:**

The Company co-invests with RGA Reinsurance Company (“RGA”) in senior secured loans through SLF, an unconsolidated Delaware LLC. SLF is capitalized as transactions are completed and all portfolio and investment decisions in respect to SLF must be approved by the SLF investment committee consisting of two representatives of each of the Company and RGA (with unanimous approval required from (i) one representative of each of the Company and RGA or (ii) both representatives of each of the Company and RGA).

SLF is capitalized with subordinated notes and LLC equity interest subscriptions from its members. As of March 31, 2015, the Company and RGA owned 87.5% and 12.5%, respectively, of both the outstanding subordinated notes and LLC equity interests. Additionally, SLF has entered into a senior secured revolving credit facility (as amended, the “SLF Credit Facility”) with Wells Fargo Bank, N.A., through its wholly-owned subsidiary Senior Loan Fund II LLC (“SLF II”) which as of March 31, 2015 allowed SLF II to borrow up to \$150,000 at any one time outstanding, subject to leverage and borrowing base restrictions. As of March 31, 2015, SLF had subordinated note commitments from the Company and RGA totaling \$100,000, of which approximately \$47,494 and \$29,245 in aggregate principal amount was funded at March 31, 2015 and September 30, 2014, respectively. As of March 31, 2015, SLF had LLC equity interest subscriptions from the Company and RGA totaling \$25,000, of which approximately \$17,500 and \$10,649 in aggregate was called and contributed as of March 31, 2015 and September 30, 2014, respectively.

As of March 31, 2015 and September 30, 2014, SLF had total assets at fair value of \$193,997 and \$107,228, respectively. As of March 31, 2015 and September 30, 2014, none of these loans were on non-accrual status. The portfolio companies in SLF are in industries similar to those in which the Company may invest directly. Additionally, as of March 31, 2015 and September 30, 2014, SLF had commitments to fund various undrawn revolvers and delayed draw investments to its portfolio companies totaling \$12,471 and \$10,136, respectively.

Below is a summary of SLF’s portfolio, followed by a listing of the individual loans in SLF’s portfolio as of March 31, 2015 and September 30, 2014:

As of	As of
March 31,	September 30,

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

	2015		2014	
Senior secured loans <sup>(1)</sup>	\$ 189,973		\$ 103,695	
Weighted average current interest rate on senior secured loans <sup>(2)</sup>	5.5	%	5.2	%
Number of borrowers in SLF	50		31	
Largest loan to a single borrower <sup>(1)</sup>	\$ 9,031		\$ 8,229	
Total of five largest loans to borrowers <sup>(1)</sup>	\$ 40,008		\$ 31,132	

(1)

At principal/par amount.

(2) Computed as the (a) annual stated interest rate on accruing senior secured loans, divided by (b) total senior secured loans at principal/par amount.



**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

## SLF Loan Portfolio as of March 31, 2015

Portfolio Company	Business Description	Security Type	Maturity Date	Current Interest Rate <sup>(1)</sup>	Principal/Par Amount	Fair Value <sup>(2)</sup>
1011778 B.C. ULC (Burger King Worldwide, Inc. ) 5.11, Inc. <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	10/2021	4.5 %	\$ 2,973	\$3,006
Acosta, Inc.	Textiles and Leather Diversified Conglomerate Service	Senior loan	02/2020	6.0	3,273	3,281
ACTIVE Network, Inc.	Electronics	Senior loan	09/2021	5.0	2,993	3,027
Aderant North America, Inc.	Diversified Conglomerate Service	Senior loan	11/2020	5.5	1,975	1,973
Advanced Pain Management Holdings, Inc.,	Diversified Conglomerate Service	Senior loan	12/2018	5.3	4,220	4,220
Advanced Pain Management Holdings, Inc.,	Healthcare, Education and Childcare	Senior loan	02/2018	6.3	7,065	7,065
Advanced Pain Management Holdings, Inc.,	Healthcare, Education and Childcare	Senior loan	02/2018	6.3	483	483
Affordable Care Inc.	Personal, Food and Miscellaneous Services	Senior loan	12/2018	5.5	3,996	3,996
ARG IH Corporation <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	11/2020	4.8	2,140	2,152
Atkins Nutritionals, Inc <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	01/2019	6.3	6,000	5,985
Atrium Innovations	Personal and Non Durable Consumer Products	Senior loan	02/2021	4.3	3,538	3,476
BJ's Wholesale Club, Inc.	Retail Stores	Senior loan	09/2019	4.5	2,970	2,976
Blue Coat Systems, Inc.	Electronics	Senior loan	05/2019	4.0	1,980	1,982
BMC Software, Inc.	Electronics	Senior loan	09/2020	5.0	1,905	1,868
Brasa (Holdings) Inc.	Personal, Food and Miscellaneous Services	Senior loan	07/2019	5.0	8,187	8,197
Brickman Group Ltd. LLC	Farming and Agriculture	Senior loan	12/2020	4.0	1,990	1,985
C.B. Fleet Company, Incorporated	Personal and Non Durable Consumer Products	Senior loan	10/2020	5.5	5,659	5,659
C.B. Fleet Company, Incorporated	Personal and Non Durable Consumer Products	Senior loan	10/2020	5.5	412	412
		Senior loan	12/2020	5.8	4,440	4,417

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

CLP Healthcare Services, Inc.	Healthcare, Education and Childcare						
Connect Merger Sub, Inc.	Telecommunications	Senior loan	04/2020	4.8	3,955	3,909	
CPI Buyer, LLC (Cole-Parmer) <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	08/2021	5.5	5,985	5,992	
Curo Health Services LLC <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	02/2022	6.5	6,000	6,032	
Dell, Inc.	Electronics	Senior loan	04/2020	4.5	1,975	1,991	
Dialysis Newco, Inc.	Healthcare, Education and Childcare	Senior loan	04/2021	4.5	2,481	2,488	
EAG, INC. (Evans Analytical Group)	Diversified/Conglomerate Service	Senior loan	07/2017	5.0	2,332	2,332	
Federal-Mogul Corporation	Automobile	Senior loan	04/2021	4.8	3,980	3,976	
GSDM Holdings Corp. <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	06/2019	5.3	1,791	1,791	
Hygenic Corporation, The (Performance Health) <sup>(3)</sup>	Personal and Non Durable Consumer Products	Senior loan	10/2020	6.0	4,527	4,459	
Hygenic Corporation, The (Performance Health) <sup>(3) (4)</sup>	Personal and Non Durable Consumer Products	Senior loan	10/2019	N/A <sup>(5)</sup>	-	(4)	)
K&N Engineering, Inc. <sup>(3)</sup>	Automobile	Senior loan	07/2019	5.3	3,884	3,884	
Mister Car Wash Holdings, Inc.	Automobile	Senior loan	08/2021	5.0	2,985	3,004	
National Veterinary Associates, Inc.	Personal, Food and Miscellaneous Services	Senior loan	08/2021	5.0	995	998	
Northwestern Management Services, LLC (Gentle Dental)	Healthcare, Education and Childcare	Senior loan	10/2017	6.5	3,941	3,941	
Northwestern Management Services, LLC (Gentle Dental)	Healthcare, Education and Childcare	Senior loan	10/2017	7.3	67	67	
Northwestern Management Services, LLC (Gentle Dental)	Healthcare, Education and Childcare	Senior loan	10/2017	6.5	47	47	
Paradigm DKD Group, LLC	Buildings and Real Estate	Senior loan	11/2018	6.0	2,047	1,884	
Paradigm DKD Group, LLC	Buildings and Real Estate	Senior loan	11/2018	6.0	360	302	
Paradigm Management Services, LLC <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	01/2019	5.5	6,216	6,216	
Pasternack Enterprises, Inc.	Diversified Conglomerate Manufacturing	Senior loan	12/2017	6.3	1,067	1,067	
Payless ShoeSource, Inc.	Retail Stores	Senior loan	03/2021	5.0	1,985	1,899	
Plano Molding Company, LLC <sup>(3)</sup>	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	10/2018	5.3	1,792	1,792	

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Print Payroll Services, LLC	Diversified Conglomerate Service	Senior loan	06/2019	6.0	3,140	3,055
Print Payroll Services, LLC	Diversified Conglomerate Service	Senior loan	06/2019	6.0	362	362
R.G. Barry Corporation	Personal, Food and Miscellaneous Services	Senior loan	09/2019	6.0	6,744	6,744
Reliant Pro ReHab, LLC <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	06/2017	6.0	4,274	4,274
Renaissance Pharma (U.S.) Holdings Inc.	Healthcare, Education and Childcare	Senior loan	05/2018	5.0	3,926	3,926
Renaissance Pharma (U.S.) Holdings Inc.	Healthcare, Education and Childcare	Senior loan	05/2018	6.3	128	128
Rubio's Restaurants, Inc (MRCC) <sup>(3)</sup>	Retail Stores	Senior loan	11/2018	6.0	5,235	5,235
Rug Doctor LLC <sup>(3)</sup>	Personal and Non Durable Consumer Products	Senior loan	12/2016	6.3	4,810	4,810
Scientific Games International, Inc.	Hotels, Motels, Inns, and Gaming	Senior loan	10/2020	6.0	3,955	3,973
Self Esteem Brands, LLC <sup>(3)</sup>	Leisure, Amusement, Motion Pictures, Entertainment	Senior loan	02/2020	5.0	8,497	8,497
Smashburger Finance LLC	Beverage, Food and Tobacco	Senior loan	05/2018	5.5	965	965
Syncsort Incorporated <sup>(3)</sup>	Electronics	Senior loan	03/2019	5.8	9,031	9,031
Systems Maintenance Services Holding, Inc. <sup>(3)</sup>	Electronics	Senior loan	10/2019	5.3	2,427	2,427
Take 5 Oil Change, L.L.C. <sup>(3)</sup>	Automobile	Senior loan	07/2018	5.8	1,422	1,422
Take 5 Oil Change, L.L.C. <sup>(3)</sup>	Automobile	Senior loan	07/2018	5.8	21	21
W3 Co.	Oil and Gas	Senior loan	03/2020	5.8	2,970	2,599
WII Components, Inc. <sup>(3)</sup>	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	07/2018	5.5	3,180	3,180
WII Components, Inc. <sup>(3)</sup>	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	07/2018	6.8	16	16
Young Innovations, Inc. <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	01/2019	5.3	4,095	4,095
Young Innovations, Inc. <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	01/2018	6.5	164	164
					\$ 189,973	\$ 189,151

(1) Represents the weighted average annual current interest rate as of March 31, 2015. All interest rates are payable in cash.

(2)

Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.

(3) The Company also holds a portion of the first lien senior secured loan in this portfolio company.

(4) The negative fair value is the result of the unfunded commitment being valued below par.

(5) The entire commitment was unfunded at March 31, 2015. As such, no interest is being earned on this investment.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

## SLF Loan Portfolio as of September 30, 2014

Portfolio Company	Business Description	Security Type	Maturity Date	Current Interest Rate <sup>(1)</sup>	Principal/Par Amount	Fair Value <sup>(2)</sup>
5.11, Inc. <sup>(3)</sup>	Textiles and Leather	Senior loan	02/2020	6.0 %	\$ 3,290	\$3,294
ACTIVE Network, Inc.	Electronics	Senior loan	11/2020	5.5	1,985	1,975
ARG IH Corporation <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	11/2020	4.8	2,151	2,152
Atrium Innovations	Personal and Non Durable Consumer Products	Senior loan	02/2021	4.3	3,556	3,498
BJ's Wholesale Club, Inc.	Retail Stores	Senior loan	09/2019	4.5	2,985	2,944
Blue Coat Systems, Inc.	Electronics	Senior loan	05/2019	4.0	1,990	1,958
BMC Software, Inc.	Electronics	Senior loan	09/2020	5.0	1,915	1,886
Brasa (Holdings) Inc.	Personal, Food and Miscellaneous Services	Senior loan	07/2019	5.0	8,229	8,215
Connect Merger Sub, Inc.	Telecommunications	Senior loan	04/2020	4.8	3,975	3,943
Dell, Inc.	Electronics	Senior loan	04/2020	4.5	1,985	1,974
Dialysis Newco, Inc.	Healthcare, Education and Childcare	Senior loan	04/2021	4.5	2,494	2,491
Diversified Foodservice Supply, Inc. <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	12/2018	5.8	4,194	4,194
El Pollo Loco Inc. <sup>(3)</sup>	Personal, Food and Miscellaneous Services	Senior loan	10/2018	5.3	4,740	4,758
Federal-Mogul Corporation	Automobile	Senior loan	04/2021	4.8	4,000	3,972
GSDM Holdings Corp. <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	06/2019	5.3	1,800	1,800
Nuveen Investments, Inc.	Finance	Senior loan	05/2017	4.2	3,000	2,997
Paradigm DKD Group, LLC	Buildings and Real Estate	Senior loan	11/2018	5.8	2,058	2,058
Paradigm DKD Group, LLC	Buildings and Real Estate	Senior loan	11/2018	5.8	468	468
Paradigm Management Services, LLC <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	01/2019	5.5	6,247	6,247
Payless ShoeSource, Inc.	Retail Stores	Senior loan	03/2021	5.0	1,995	1,925
Plano Molding Company, LLC <sup>(3)</sup>	Home and Office Furnishings, Housewares, and Durable	Senior loan	10/2018	5.3	1,827	1,827

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Print Payroll Services, LLC	Consumer Diversified Conglomerate Service	Senior loan	06/2019	5.6	2,950	2,950
Rug Doctor LLC <sup>(3)</sup>	Personal and Non Durable Consumer Products	Senior loan	12/2016	6.3	4,939	4,939
Rug Doctor LLC <sup>(3)</sup>	Personal and Non Durable Consumer Products	Senior loan	12/2016	6.3	428	428
Scientific Games International, Inc.	Hotels, Motels, Inns, and Gaming	Senior loan	10/2020	4.3	3,975	3,905
Self Esteem Brands, LLC <sup>(3)</sup>	Leisure, Amusement, Motion Pictures, Entertainment	Senior loan	02/2020	5.0	6,324	6,324
Smashburger Finance LLC	Beverage, Food and Tobacco	Senior loan	05/2018	5.5	970	970
Syncsort Incorporated <sup>(3)</sup>	Electronics	Senior loan	03/2019	5.8	4,966	4,966
Systems Maintenance Services Holding, Inc. <sup>(3)</sup>	Electronics	Senior loan	10/2019	5.0	2,439	2,439
Take 5 Oil Change, L.L.C. <sup>(3)</sup>	Automobile	Senior loan	07/2018	6.3	1,429	1,429
U.S. Water Services, Inc.	Utilities	Senior loan	08/2018	5.8	3,461	3,461
U.S. Water Services, Inc.	Utilities	Senior loan	08/2018	6.8	386	386
U.S. Water Services, Inc.	Utilities	Senior loan	08/2018	5.8	165	165
W3 Co.	Oil and Gas	Senior loan	03/2020	5.8	2,985	2,981
WII Components, Inc. <sup>(3)</sup>	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	07/2018	5.5	3,394	3,378
WII Components, Inc. <sup>(3)</sup> <sup>(4)</sup>	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	07/2018	N/A <sup>(5)</sup>	-	(1 )
					\$ 103,695	\$ 103,296

(1) Represents the weighted average annual current interest rate as of September 30, 2014. All interest rates are payable in cash.

(2) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.

(3) The Company also holds a portion of the first lien senior secured loan in this portfolio company.

(4) The negative fair value is the result of the unfunded commitment being valued below par.

(5) The entire commitment was unfunded at September 30, 2014. As such, no interest is being earned on this investment.

The Company has committed to fund \$87,500 of subordinated notes and \$21,875 of LLC equity interest subscriptions to SLF. The amortized cost and fair value of the subordinated notes held by the Company was \$41,557 and \$41,557, respectively, as of March 31, 2015, and \$25,589 and \$25,589, respectively, as of September 30, 2014. As of March 31, 2015, the subordinated notes pay a weighted average interest rate of three-month London Interbank Offered Rate

("LIBOR") plus 8.0%. For the three and six months ended March 31, 2015, the Company earned interest income on the subordinated notes of \$652 and \$1,202, respectively. For the three and six months ended March 31, 2014, the Company earned interest income on the subordinated notes of \$556 and \$737, respectively. As of March 31, 2015 and September 30, 2014, \$15,312 and \$9,318 of the Company's LLC equity interest subscriptions to SLF had been called and contributed. For the three and six months ended March 31, 2015, the Company received \$314 and \$314 in dividend income from the SLF LLC equity interests, respectively. For the three and six months ended March 31, 2014, the Company received \$0 and \$0 in dividend income from the SLF LLC equity interests, respectively.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

Below is certain summarized financial information for SLF as of March 31, 2015 and September 30, 2014 and for the three and six months ended March 31, 2015 and 2014:

	As of March 31, 2015	As of September 30, 2014
Selected Balance Sheet Information:		
Investments in loans receivable, at fair value	\$ 189,151	\$ 103,296
Cash and other assets	4,846	3,932
Total assets	\$ 193,997	\$ 107,228
Senior credit facility	\$ 121,300	\$ 66,600
Payable for open trades	6,000	-
Other liabilities	1,537	822
Total liabilities	128,837	67,422
Subordinated notes and members' equity	65,160	39,806
Total liabilities and net assets	\$ 193,997	\$ 107,228

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	2015	2014
Selected Statement of Operations Information:				
Interest income	\$ 2,041	\$ 778	\$ 3,641	\$ 1,111
Fee income	2	2	4	2
Total investment income	2,043	780	3,645	1,113
Interest expense	1,408	749	2,516	955
Administrative service fee	49	36	96	52
Management and incentive fees	-	-	-	-
Other expenses	23	25	48	34
Total expenses	1,480	810	2,660	1,041
Net investment income	563	(30 )	985	72
Net change in unrealized appreciation (depreciation) on investments and subordinated notes	80	(515 )	(372 )	127
Net increase (decrease) in net assets	\$ 643	\$ (545 )	\$ 613	\$ 199





**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

## Note 5.

## Transactions with Affiliated Companies

An affiliated company is a company in which the Company has an ownership of 5% or more of its voting securities. A controlled affiliate is a company in which the Company owns more than 25% of its voting securities. Transactions related to our investments with both controlled and non-controlled affiliates for the six months ended March 31, 2015 were as follows:

Portfolio	Fair value at	Purchases	Redemptions	Sales	Discount	Net realized gains	Net unrealized gains / (losses)	Fair value at	Interest and	Dividend
Company	September 30, 2014	(cost)	(cost)	(cost)	accretion	on (losses)		March 31, 2015	fee income	income
<b>Controlled Affiliates</b>										
Senior Loan Fund LLC *	\$ 34,831	\$ 21,962	\$ -	\$ -	\$ -	\$ -	\$ 222	\$ 57,015	\$ 1,202	\$ 314
<b>Non-Controlled Affiliates</b>										
Barcelona Restaurants, LLC	3,080	-	-	-	-	-	671	3,751	-	-
<b>Total Controlled and Non-Controlled Affiliates</b>	<b>\$ 37,911</b>	<b>\$ 21,962</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 893</b>	<b>\$ 60,766</b>	<b>\$ 1,202</b>	<b>\$ 314</b>

Together with RGA, the Company co-invests through SLF. SLF is capitalized as transactions are completed and all portfolio and investment decisions in respect to SLF must be approved by the SLF investment committee consisting of two representatives of the Company and RGA (with unanimous approval required from (i) one representative of each of the Company and RGA or (ii) both representatives of each of the Company and RGA). Therefore, although the Company owns more than 25% of the voting securities of SLF (even though these "voting securities" do not afford the Company the right to elect directors of SLF or any other special rights), the Company does not believe that it has control over SLF for purposes of the 1940 Act or otherwise.

## Note 6.

## Fair Value Measurements

The Company follows ASC Topic 820 for measuring fair value. Fair value is the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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, valuation models are applied. These valuation models involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the assets or liabilities or market and the assets' or liabilities' complexity. The Company's fair value analysis includes an analysis of the value of any unfunded loan commitments. Assets and liabilities are categorized for disclosure purposes based upon the level of judgment associated with the inputs used to measure their value. The valuation hierarchical levels are based upon the transparency of the inputs to the valuation of the asset or liability as of the measurement date. The three levels are defined as follows:

*Level 1:* Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

*Level 2:* Inputs include quoted prices for similar assets or liabilities in active markets and inputs that are observable for the assets or liabilities, either directly or indirectly, for substantially the full term of the assets or liabilities.

*Level 3:* Inputs include significant unobservable inputs for the assets or liabilities and include situations where there is little, if any, market activity for the assets or liabilities. The inputs into the determination of fair value are based upon the best information available and may require significant management judgment or estimation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an asset's or a liability's categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. The Company assesses the levels of assets and liabilities at each measurement date, and transfers between levels are recognized on the actual date of the event or change in circumstances that caused the transfers. There were no transfers among Level 1, 2 and 3 of the fair value hierarchy for assets and liabilities during the three and six months ended March 31, 2015 and 2014. The following section describes the valuation techniques used by the Company to measure different assets and liabilities at fair value and includes the level within the fair value hierarchy in which the assets and liabilities are categorized.

## **Golub Capital BDC, Inc. and Subsidiaries**

### **Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

#### **Investments**

Level 1 investments are valued using quoted market prices. Level 2 investments are valued using market consensus prices that are corroborated by observable market data and quoted market prices for similar assets and liabilities. Level 3 investments are valued at fair value as determined in good faith by the Board, based on input of management, the audit committee and independent valuation firms that have been engaged at the direction of the Board to assist in the valuation of each portfolio investment without a readily available market quotation at least once during a trailing twelve-month period under a valuation policy and a consistently applied valuation process. This valuation process is conducted at the end of each fiscal quarter, with approximately 25% (based on fair value) of the Company's valuations of debt and equity investments without readily available market quotations subject to review by an independent valuation firm. All investments as of March 31, 2015 and September 30, 2014, with the exception of money market funds included in cash and cash equivalents (Level 1 investments), were valued using Level 3 inputs of the fair value hierarchy.

When determining fair value of Level 3 debt and equity investments, the Company may take into account the following factors, where relevant: the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons to publicly traded securities, and changes in the interest rate environment and the credit markets generally that may affect the price at which similar investments may be made and other relevant factors. The primary method for determining enterprise value uses a multiple analysis whereby appropriate multiples are applied to the portfolio company's net income before net interest expense, income tax expense, depreciation and amortization ("EBITDA"). The enterprise value analysis is performed to determine the value of equity investments and to determine if debt investments are credit impaired. If debt investments are credit impaired, the Company will use the enterprise value analysis or a liquidation basis analysis to determine fair value. For debt investments that are not determined to be credit impaired, the Company uses a market interest rate yield analysis to determine fair value.

In addition, for certain debt investments, the Company may base its valuation on indicative bid and ask prices provided by an independent third party pricing service. Bid prices reflect the highest price that the Company and others may be willing to pay. Ask prices represent the lowest price that the Company and others may be willing to accept. The Company generally uses the midpoint of the bid/ask range as its best estimate of fair value of such investment.

Due to the inherent uncertainty of determining the fair value of Level 3 investments that do not have a readily available market value, the fair value of the investments may differ significantly from the values that would have been used had a ready market existed for such investments and may differ materially from the values that may ultimately be received or settled. Further, such investments are generally subject to legal and other restrictions or otherwise are less liquid than publicly traded instruments. If the Company were required to liquidate a portfolio investment in a forced or liquidation sale, the Company may realize significantly less than the value at which such investment had previously been recorded.

The Company's investments are subject to market risk. Market risk is the potential for changes in the value due to market changes. Market risk is directly impacted by the volatility and liquidity in the markets in which the investments are traded.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

**Secured Borrowings**

The Company has elected the fair value option under ASC Topic 825 — *Financial Instruments* relating to accounting for debt obligations at their fair value for its secured borrowings which arose due to partial loan sales which did not meet the criteria for sale treatment under ASC Topic 860. The Company reports changes in the fair value of its secured borrowings as a component of the net change in unrealized (appreciation) depreciation on secured borrowings in the consolidated statements of operations. The net gain or loss reflects the difference between the fair value and the principal amount due on maturity.

All secured borrowings as of March 31, 2015 and September 30, 2014 were valued using Level 3 inputs under the fair value hierarchy, and the Company's approach to determining fair value of Level 3 secured borrowings is consistent with its approach to determining fair value of the Level 3 investments that are associated with these secured borrowings as previously described.

The following tables present fair value measurements of the Company's investments and secured borrowings and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value as of March 31, 2015 and September 30, 2014:

As of March 31, 2015:	Fair Value Measurements Using			
Description	Level 1	Level 2	Level 3	Total
Assets:				
Debt investments <sup>(1)</sup>	\$-	\$ -	\$1,359,692	\$1,359,692
Equity investments <sup>(1)</sup>	-	-	63,371	63,371
Money market funds <sup>(1)(2)</sup>	45,161	-	-	45,161
Total assets:	\$45,161	\$ -	\$1,423,063	\$1,468,224
Secured borrowings:	\$-	\$ -	\$372	\$372

As of September 30, 2014:	Fair Value Measurements Using			
Description	Level 1	Level 2	Level 3	Total
Assets:				
Debt investments <sup>(1)</sup>	\$-	\$ -	\$1,292,851	\$1,292,851

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Equity investments <sup>(1)</sup>	-	-	54,761	54,761
Money market funds <sup>(1)(2)</sup>	37,199	-	-	37,199
Total assets:	\$37,199	\$ -	\$1,347,612	\$1,384,811
Secured borrowings:	\$-	\$ -	\$389	\$389

(1) Refer to the consolidated schedules of investments for further details.

<sup>(2)</sup> Included in cash and cash equivalents and restricted cash and cash equivalents on the consolidated statements of financial condition.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

The net change in unrealized appreciation (depreciation) for the three and six months ended March 31, 2015 reported within the net change in unrealized appreciation (depreciation) on investments in the Company's consolidated statements of operation attributable to the Company's Level 3 assets held as of March 31, 2015 was \$1,122 and \$4,075, respectively. The net change in unrealized appreciation (depreciation) for the three and six months ended March 31, 2014 reported within the net change in unrealized appreciation (depreciation) on investments in the Company's consolidated statements of operation attributable to the Company's Level 3 assets held as of March 31, 2014 was \$1,183 and \$4,801, respectively.

The following table presents the changes in investments and secured borrowings measured at fair value using Level 3 inputs for the six months ended March 31, 2015 and 2014:

	For the six months ended March 31, 2015			
	Debt Investments	Equity Investments	Total Investments	Secured borrowings
Fair value, beginning of period	\$ 1,292,851	\$ 54,761	\$ 1,347,612	\$ 389
Net change in unrealized appreciation (depreciation) on investments	(1,834 )	306	(1,528 )	-
Net change in unrealized appreciation (depreciation) on secured borrowings	-	-	-	(1 )
Realized gain (loss) on investments	611	5,638	6,249	-
Fundings of revolving loans, net	4,261	-	4,261	-
Fundings of investments	280,189	10,145	290,334	-
PIK interest	584	-	584	-
Proceeds from principal payments and sales of portfolio investments	(220,460 )	(7,479 )	(227,939 )	-
Proceeds from secured borrowings	-	-	-	-
Repayments on secured borrowings	-	-	-	(17 )
Accretion of discounts and amortization of premiums	3,490	-	3,490	1
Fair value, end of period	\$ 1,359,692	\$ 63,371	\$ 1,423,063	\$ 372

For the six months ended March 31, 2014



Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

	Debt Investments	Equity Investments	Total Investments	Secured borrowings
Fair value, beginning of period	\$ 990,172	\$ 34,473	\$ 1,024,645	\$ 8,809
Net change in unrealized appreciation on investments	2,168	5,141	7,309	-
Net change in unrealized appreciation on secured borrowings	-	-	-	88
Realized gain / (loss) gain on investments	(4,435 )	(472 )	(4,907 )	-
Fundings of revolving loans, net	(2,295 )	-	(2,295 )	-
Fundings of investments	424,369	8,747	433,116	-
PIK interest	(582 )	-	(582 )	-
Proceeds from principal payments and sales of portfolio investments	(205,039 )	(2,297 )	(207,336 )	-
Proceeds from secured borrowings	-	-	-	23,365
Repayments on secured borrowings	-	-	-	(14,095 )
Amortization of discount and premium	3,647	-	3,647	55
Fair value, end of period	\$ 1,208,005	\$ 45,592	\$ 1,253,597	\$ 18,222

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

The following tables present quantitative information about the significant unobservable inputs of the Company's Level 3 investments and secured borrowings as of March 31, 2015 and September 30, 2014.

**Quantitative information about Level 3 Fair Value Measurements**

	Fair value as of March 31, 2015	Valuation Techniques	Unobservable Input	Range (Weighted
<b>Assets:</b>				
Senior secured loans <sup>(1)(2)(3)</sup>	\$172,298	Market rate approach Market comparable companies	Market interest rate EBITDA multiples	4.5% - 27.8% (6.0%) 4.5x - 17.5x (10.0x)
Subordinated Notes of SLF	\$41,557	Discounted cash flow analysis	Discount rate	8.2%
One stop loans <sup>(1)(4)(5)</sup>	\$990,144	Market rate approach Market comparable companies	Market interest rate EBITDA multiples <sup>(6)</sup> Revenue multiples <sup>(6)</sup>	7.0% - 11.0% (10.0%) 4.5x - 30.0x (10.0x) 1.5x - 11.0x (4.7x)
Subordinated and second lien loans <sup>(1)(7)</sup>	\$42,231	Market rate approach Market comparable companies	Market interest rate EBITDA multiples	9.0% - 13.5% (9.0%) 7.5x - 16.3x (12.3x)
Equity securities <sup>(8)</sup>	\$47,913	Market comparable companies	EBITDA multiples <sup>(9)</sup> Revenue multiples <sup>(9)</sup>	4.5x - 17.3x (10.2x) 2.0x - 7.0x (3.2x)
<b>Liabilities:</b>				
Secured borrowings <sup>(10)</sup>	\$372	Market rate approach Market comparable companies	Market interest rate EBITDA multiples	6.0% 30.0x

The fair value of this asset class was determined using the market rate approach as the investments in this asset class were determined not to be credit impaired using the market comparable companies approach. The unobservable <sup>(1)</sup> inputs for both valuation techniques have been presented, but the fair value as of March 31, 2015 was determined using the market rate approach.

<sup>(2)</sup> Excludes \$40,067 of loans at fair value, which the Company valued using indicative bid and ask prices provided by an independent third party pricing service.

- (3) Excludes \$5 of non-accrual loans at fair value, which the Company valued on a liquidation basis.
- (4) Excludes \$49,186 of loans at fair value, which the Company valued using indicative bid and ask prices provided by an independent third party pricing service.
- (5) Excludes \$3,204 of non-accrual loans at fair value, which the Company valued on a liquidation basis.
- (6) The Company valued \$824,036 and \$166,108 of one stop loans using EBITDA and revenue multiples, respectively. All one stop loans were also valued using the market rate approach.
- (7) Excludes \$21,000 of loans at fair value, which the Company valued using indicative bid and ask prices provided by an independent third party pricing service.
- (8) Excludes \$15,458 of LLC equity interests in SLF at fair value, which the Company valued using the net asset value.
- (9) The Company valued \$44,886 and \$3,027 of equity investments using EBITDA and revenue multiples, respectively.
- (10) The fair value of the secured borrowings was determined using the market rate approach as the corresponding investments were determined not to be credit impaired using the market comparable companies approach. The unobservable inputs for both valuation techniques have been presented, but the fair value as of March 31, 2015 was determined using the market rate approach.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

**Quantitative information about Level 3 Fair Value Measurements**

	Fair value as of September 30, 2014	Valuation Techniques	Unobservable Input	Range (Weighted Average)
<b>Assets:</b>				
Senior secured loans (1)(2)(3)	\$ 227,431	Market rate approach	Market interest rate	4.5% - 33.8% (7.3%)
		Market comparable companies	EBITDA multiples (4) Revenue multiples (4)	5.0x - 14.8x (9.1x) 0.8x - 4.3x (3.1x)
Subordinated Notes of SLF	\$ 25,589	Discounted cash flow analysis	Discount rate	8.0%
One stop loans (1)(5)(6)	\$ 883,582	Market rate approach	Market interest rate	5.0% - 43.3% (8.2%)
		Market comparable companies	EBITDA multiples (7) Revenue multiples (7)	5.5x - 30.0x (9.8x) 2.8x - 11.0x (6.1x)
Subordinated and second lien loans (8)	\$ 42,418	Market rate approach	Market interest rate	9.0% - 12.0% (8.9%)
		Market comparable companies	EBITDA multiples	9.0x - 16.3x (12.4x)
Equity securities (9)	\$ 45,519	Market comparable companies	EBITDA multiples (10) Revenue multiples (10)	4.5x - 18.0x (10.0x) 2.8x - 3.8x (3.5x)
<b>Liabilities:</b>				
Secured borrowings (11)	\$ 389	Market rate approach	Market interest rate	6.0%
		Market comparable companies	EBITDA multiples	30.0x

The fair value of this asset class was determined using the market rate approach as the investments in this asset class were determined not to be credit impaired using the market comparable companies approach. The unobservable inputs for both valuation techniques have been presented, but the fair value as of September 30, 2014 was determined using the market rate approach.

(2)

Excludes \$35,423 of loans at fair value, which the Company valued using indicative bid and ask prices provided by an independent third party pricing service.

- (3) Excludes \$5 of non-accrual loans at fair value, which the Company valued on a liquidation basis.
- (4) The Company valued \$180,334 and \$47,097 of senior secured loans using EBITDA and revenue multiples, respectively. All senior secured loans were also valued using the market rate approach.
- (5) Excludes \$55,280 of loans at fair value, which the Company valued using indicative bid and ask prices provided by an independent third party pricing service.
- (6) Excludes \$1,867 of loans at fair value, which the Company valued on a liquidation basis.
- (7) The Company valued \$800,306 and \$83,276 of one stop loans using EBITDA and revenue multiples, respectively. All one stop loans were also valued using the market rate approach.
- (8) Excludes \$21,256 of loans at fair value, which the Company valued using indicative bid and ask prices provided by an independent third party pricing service.
- (9) Excludes \$9,242 of LLC equity interests in SLF at fair value, which the Company valued using the net asset value.
- (10) The Company valued \$43,518 and \$2,001 of equity securities using EBITDA and revenue multiples, respectively. The fair value of the secured borrowings was determined using the market rate approach as the corresponding investments were determined not to be credit impaired using the market comparable companies approach.
- (11) The unobservable inputs for both valuation techniques have been presented, but the fair value as of September 30, 2014 was determined using the market rate approach.

The above tables are not intended to be all-inclusive but rather to provide information on significant unobservable inputs and valuation techniques used by the Company.

The significant unobservable inputs used in the fair value measurement of the Company's debt and equity investments and secured borrowings are EBITDA multiples, revenue multiples and market interest rates. The Company uses EBITDA multiples and, to a lesser extent revenue multiples, on its debt and equity investments and secured borrowings to determine any credit gains or losses. Significant increases or decreases in either of these inputs in isolation would result in a significantly lower or higher fair value measurement. The Company uses market interest rates for loans to determine if the effective yield on a loan is commensurate with the market yields for that type of loan. If a loan's effective yield is significantly less than the market yield for a similar loan with a similar credit profile, then the resulting fair value of the loan may be lower.

## 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. As a result, with the exception of the line item titled "debt" which is reported at cost, all assets and liabilities approximate fair value on the consolidated statements of financial condition due to their short maturity. Fair value of the Company's debt is estimated using Level 3 inputs by discounting remaining payments using comparable market rates or market quotes for similar instruments at the measurement date, if available.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

The following are the carrying values and fair values of the Company's debt as of March 31, 2015 and September 30, 2014. Fair value is estimated using Level 3 inputs by discounting remaining payments using applicable market rates or market quotes for similar instruments at the measurement date, if available.

As of March 31, 2015		As of September 30, 2014	
Carrying Value	Fair Value	Carrying Value	Fair Value
Debt \$754,450	\$751,514	\$697,150	\$693,869

**Note 7.****Borrowings**

In accordance with the 1940 Act, with certain limited exceptions, the Company is only allowed to borrow amounts such that its asset coverage, as defined in the 1940 Act, is at least 200% after such borrowing. On September 13, 2011, the Company received exemptive relief from the SEC allowing it to modify the asset coverage requirement to exclude the SBA debentures from this calculation. As such, the Company's ratio of total consolidated assets to outstanding indebtedness may be less than 200%. This provides the Company with increased investment flexibility but also increases its risks related to leverage. As of March 31, 2015, the Company's asset coverage for borrowed amounts was 234.6%.

**Debt Securitizations:** On July 16, 2010, the Company completed a \$300,000 term debt securitization ("as amended, 2010 Debt Securitization"). The notes ("2010 Notes") offered in the 2010 Debt Securitization were issued by the 2010 Issuer, a subsidiary of Golub Capital BDC 2010-1 Holdings LLC ("Holdings"), a direct subsidiary of the Company, and the Class A 2010 Notes and Class B 2010 Notes are secured by the assets held by the 2010 Issuer. The 2010 Debt Securitization consists of \$203,000 of Aaa/AAA Class A 2010 Notes of the 2010 Issuer which, as amended, bear interest at three-month LIBOR plus 1.74%. The \$12,000 face amount of Class B 2010 Notes bears interest at a rate of three-month LIBOR plus 2.40%. In partial consideration for the loans transferred to the 2010 Issuer as part of the 2010 Debt Securitization, Holdings currently retains all of the Subordinated 2010 Notes and all of the membership interests in the 2010 Issuer, which Holdings initially purchased for two hundred and fifty dollars. The Class A 2010 Notes and Class B 2010 Notes are included in the March 31, 2015 and September 30, 2014 consolidated statements of financial condition as debt of the Company. As of March 31, 2015 and September 30, 2014, the Subordinated 2010 Notes were eliminated in consolidation.

Through July 20, 2015, all principal collections received on the underlying collateral may be used by the 2010 Issuer to purchase new collateral under the direction of the Investment Adviser in its capacity as collateral manager of the 2010 Issuer and in accordance with the Company's investment strategy, allowing the Company to maintain the leverage in the 2010 Debt Securitization. The 2010 Notes are scheduled to mature on July 20, 2023.

As of March 31, 2015 and September 30, 2014, there were 79 and 85 portfolio companies with a total fair value of \$334,186 and \$337,763, respectively, securing the 2010 Notes.

The interest charged under the 2010 Debt Securitization is based on three-month LIBOR, which as of March 31, 2015 was 0.3%. For the three and six months ended March 31, 2015 and 2014, the components of interest expense, cash paid for interest, average interest rates and average outstanding balances for the 2010 Debt Securitization were as follows:

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

As of March 31, 2015 and September 30, 2014, there were 79 and 85 portfolio companies with a total fair value of \$334,186 and \$337,763, respectively, securing the 2010 Notes. The pool of loans in the 2010 Debt Securitization must meet certain requirements, including asset mix and concentration, collateral coverage, term, agency rating, minimum coupon, minimum spread and sector diversity requirements.

The interest charged under the 2010 Debt Securitization is based on three-month LIBOR, which as of March 31, 2015 was 0.3%. For the three and six months ended March 31, 2015 and 2014, the components of interest expense, cash paid for interest, average interest rates and average outstanding balances for the 2010 Debt Securitization were as follows:

	For the three months ended March 31,		For the six months ended March 31,	
	2015	2014	2015	2014
Stated interest expense	\$ 1,090	\$ 1,083	\$ 2,193	\$ 2,152
Amortization of debt issuance costs	223	141	451	283
Total interest and other debt financing expenses	\$ 1,313	\$ 1,224	\$ 2,644	\$ 2,435
Cash paid for interest expense	\$ 1,103	\$ 1,109	\$ 2,196	\$ 2,113
Annualized average stated interest rate	2.1 %	2.0 %	2.0 %	2.0 %
Average outstanding balance	\$ 215,000	\$ 215,000	\$ 215,000	\$ 211,703

The classes, amounts, ratings and interest rates (expressed as a spread to three-month LIBOR) of the Class A and B 2010 Notes are as follows:

Description	Class A 2010 Notes	Class B 2010 Notes
Type	Senior Secured Floating Rate	Senior Secured Floating Rate
Amount Outstanding	\$203,000	\$12,000
Moody's Rating	"Aaa"	"Aa"
S&P Rating	"AAA"	"AA"
Interest Rate	LIBOR + 1.74%	LIBOR + 2.40%
Stated Maturity	July 20, 2023	July 20, 2023



On June 5, 2014, the Company completed a \$402,569 term debt securitization (“2014 Debt Securitization”). The notes (“2014 Notes”) offered in the 2014 Debt Securitization were issued by the 2014 Issuer, a wholly-owned subsidiary of the Company, and are secured by a diversified portfolio of senior secured and second lien loans held by the 2014 Issuer. The 2014 Debt Securitization consists of \$191,000 of Aaa/AAA Class A-1 2014 Notes which bear interest at three-month LIBOR plus 1.75%, \$20,000 of Aaa/AAA Class A-2 2014 Notes which bear interest at a rate of three-month LIBOR plus 1.45% through December 4, 2015 and three-month LIBOR plus 1.95% thereafter and \$35,000 of Aa2/AA Class B 2014 Notes which bear interest at a rate of three-month LIBOR plus 2.50%. In partial consideration for the loans transferred to the 2014 Issuer as part of the 2014 Debt Securitization, the Company received \$119,069 of LLC equity interests in the 2014 Issuer. The Company retained all of the Class C 2014 Notes and LLC equity interests totaling \$37,500 and \$119,069, respectively. The Class A-1, Class A-2 and Class B 2014 Notes are included in the March 31, 2015 consolidated statements of financial condition as debt of the Company. As of March 31, 2015, the Class C 2014 Notes and LLC equity interests were eliminated in consolidation.

Through April 28, 2018, all principal collections received on the underlying collateral may be used by the 2014 Issuer to purchase new collateral under the direction of the Investment Adviser in its capacity as collateral manager of the 2014 Issuer and in accordance with the Company’s investment strategy, allowing the Company to maintain the initial leverage in the 2014 Debt Securitization. The 2014 Notes are scheduled to mature on April 25, 2026.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

As of March 31, 2015 and September 30, 2014, there were 71 and 69 portfolio companies with a total fair value of \$389,609 and \$371,764, respectively, securing the 2014 Notes.

The interest charged under the 2014 Debt Securitization is based on three-month LIBOR, which as of March 31, 2015 was 0.3%. For the three and six months ended March 31, 2015 and 2014, the components of interest expense, cash paid for interest, annualized average interest rates and average outstanding balances for the 2014 Debt Securitization were as follows:

	For the three months ended March 31,		For the six months ended March 31,	
	2015	2014	2015	2014
Stated interest expense	\$ 1,281	N/A	\$ 2,571	N/A
Amortization of debt issuance costs	158	N/A	318	N/A
Total interest and other debt financing expenses	\$ 1,439	N/A	\$ 2,889	N/A
Cash paid for interest expense	\$ 1,285	N/A	\$ 3,296	N/A
Annualized average stated interest rate	2.1	% N/A	2.1	% N/A
Average outstanding balance	\$ 246,000	N/A	\$ 246,000	N/A

The classes, amounts, ratings and interest rates (expressed as a spread to three-month LIBOR) of the Class A-1, A-2 and B 2014 Notes are as follows:

Description	Class A-1 2014 Notes	Class A-2 2014 Notes	Class B 2014 Notes
Type	Senior Secured Floating Rate	Senior Secured Floating Rate	Senior Secured Floating Rate
Amount Outstanding	\$191,000	\$20,000	\$35,000
Moody's Rating	"Aaa"	"Aaa"	"Aa2"
S&P Rating	"AAA"	"AAA"	"AA"
Interest Rate	LIBOR + 1.75%	LIBOR + 1.45% <sup>(1)</sup>	LIBOR + 2.50%
Stated Maturity	April 25, 2026	April 25, 2026	April 25, 2026

(1) The Class A-2 Notes bear interest at three-month LIBOR plus 1.45% through December 4, 2015 and three-month LIBOR plus 1.95% thereafter.

The Investment Adviser serves as collateral manager to the 2010 Issuer and the 2014 Issuer under separate collateral management agreements and receives a fee for providing these services. The total fees payable by the Company under its Investment Advisory Agreement are reduced by an amount equal to the total aggregate fees that are paid to the Investment Adviser by the 2010 Issuer and the 2014 Issuer for rendering such collateral management services.

As part of each of the 2010 Debt Securitization and the 2014 Debt Securitization, the Company entered into master loan sale agreements under which the Company agreed to directly or indirectly sell or contribute certain senior secured and second lien loans (or participation interests therein) to the 2010 Issuer and the 2014 Issuer, as applicable, and to purchase or otherwise acquire the Subordinated 2010 Notes and the LLC equity interests in the 2014 Issuer, as applicable. The 2010 Notes (other than the 2010 Subordinated Notes) and the 2014 Notes are the secured obligations of the 2010 Issuer and 2014 Issuer, respectively, and indentures governing each of the 2010 Notes and the 2014 Notes include customary covenants and events of default. The pool of loans in the 2010 Debt Securitization and the 2014 Debt Securitization must meet certain requirements, including asset mix and concentration, collateral coverage, term, agency rating, minimum coupon, minimum spread and sector diversity requirements.

**SBA Debentures:** On August 24, 2010, GC SBIC IV, L.P. ("SBIC IV"), a wholly-owned subsidiary of the Company, received approval for a license from the SBA to operate as an SBIC. On December 5, 2012, GC SBIC V, L.P. ("SBIC V"), a wholly owned subsidiary of the Company, received a license from the SBA to operate as an SBIC. SBICs are subject to a variety of regulations and oversight by the SBA concerning the size and nature of the companies in which they may invest as well as the structures of those investments.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

The licenses allow GBDC's SBICs to obtain leverage by issuing SBA-guaranteed debentures, subject to issuance of a capital commitment by the SBA and customary procedures. These debentures are non-recourse to GBDC, have interest payable semiannually and a ten-year maturity. The interest rate is fixed at the time of issuance at a market-driven spread over U.S. Treasury Notes with ten-year maturities.

Under present SBIC regulations, the maximum amount of SBA-guaranteed debentures that may be issued by multiple licensees under common management is \$225,000 and the maximum amount that may be issued by a single SBIC licensee is \$150,000. As of March 31, 2015, SBIC IV and SBIC V had \$150,000 and \$58,750 of outstanding SBA-guaranteed debentures, respectively, leaving incremental borrowing capacity of \$16,250 for SBIC V under present SBIC regulations. As of September 30, 2014, SBIC IV and SBIC V had \$150,000 and \$58,750, respectively, of outstanding SBA-guaranteed debentures.

SBIC IV and SBIC V may each borrow up to two times the amount of its regulatory capital, subject to customary regulatory requirements. As of March 31, 2015, GBDC had committed and funded \$75,000 to SBIC IV and SBIC IV had SBA-guaranteed debentures of \$150,000 outstanding that mature between March 2021 and September 2024. As of March 31, 2015, the Company had committed and funded \$37,500 to SBIC V, and SBIC V had SBA-guaranteed debentures of \$58,750 outstanding that mature between September 2023 and September 2024.

The interest rate on \$208,750 of outstanding debentures is fixed at an average annualized interest rate of 3.7%. For the three and six months ended March 31, 2015 and 2014, the components of interest expense, cash paid for interest, average interest rates and average outstanding balances for the SBA debentures were as follows:

	For the three months ended March 31,		For the six months ended March 31,			
	2015	2014	2015	2014		
Stated interest expense	\$ 1,892	\$ 1,623	\$ 3,827	\$ 3,216		
Amortization of debt issuance costs	476	230	964	456		
Total interest and other debt financing expenses	\$ 2,368	\$ 1,853	\$ 4,791	\$ 3,672		
Cash paid for interest expense	\$ 3,791	\$ 3,079	\$ 3,791	\$ 3,079		
Annualized average stated interest rate	3.7	% 3.3	% 3.7	% 3.4	%	%
Average outstanding balance	\$ 208,750	\$ 197,741	\$ 208,750	\$ 190,060		

**Revolving Credit Facility:** On July 21, 2011, Funding, a wholly-owned subsidiary of the Company, entered into a senior secured revolving credit facility (as amended, the “Credit Facility”) with Wells Fargo Securities, LLC, as administrative agent, and Wells Fargo Bank, N.A., as lender, which as of March 31, 2015 allowed Funding to borrow up to \$150,000 at any one time outstanding, subject to leverage and borrowing base restrictions.

On October 17, 2014, the Company and Funding amended the Credit Facility to, among other things, extend the reinvestment period during which Funding can draw under the Credit Facility from October 21, 2014 to November 22, 2015, and extended the stated maturity date from October 22, 2018 to October 17, 2019.

On December 18, 2014, the Company and Funding amended the Credit Facility to, among other things, allow for the addition of a second lender under the facility.

Through the reinvestment period, the Credit Facility bears interest at one-month LIBOR plus 2.25% per annum. After the reinvestment period, the rate will reset to one-month LIBOR plus 2.75% per annum for the remaining term of the Credit Facility. In addition to the stated interest expense on the Credit Facility, the Company is required to pay a non-usage fee rate between 0.50% and 2.00% per annum depending on the size of the unused portion of the Credit Facility.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

The Credit Facility is collateralized by all of the assets held by Funding, and GBDC has pledged its interests in Funding as collateral to Wells Fargo Bank, N.A., as the collateral agent, under an ancillary agreement to secure the obligations of GBDC as the transferor and servicer under the Credit Facility. Both GBDC and Funding have made customary representations and warranties and are required to comply with various covenants, reporting requirements and other customary requirements for similar credit facilities. Borrowing under the Credit Facility is subject to the leverage restrictions contained in the 1940 Act.

The Company plans to transfer certain loans and debt securities it has originated or acquired from time to time to Funding through a purchase and sale agreement and may cause Funding to originate or acquire loans in the future, consistent with the Company's investment objectives.

As of March 31, 2015 and September 30, 2014, the Company had outstanding debt under the Credit Facility of \$84,700 and \$27,400, respectively. For the three and six months ended March 31, 2015, the Company had borrowings on the Credit Facility of \$76,550 and \$110,100 and repayments on the Credit Facility of \$36,750 and \$52,800, respectively. For the three and six months ended March 31, 2014, the Company had borrowings on the Credit Facility of \$138,850 and \$325,450 and repayments on the Credit Facility of \$150,800 and \$201,050, respectively. For the three and six months ended March 31, 2015 and 2014, the components of interest expense, cash paid for interest, annualized average interest rates and average outstanding balances for the Credit Facility were as follows:

	For the three months ended March 31,		For the six months ended March 31,	
	2015	2014	2015	2014
Stated interest expense	\$ 366	\$ 993	\$ 508	\$ 1,633
Facility fees	287	108	449	276
Amortization of debt issuance costs	183	84	332	155
Total interest and other debt financing expenses	\$ 836	\$ 1,185	\$ 1,289	\$ 2,064
Cash paid for interest expense	\$ 580	\$ 1,088	\$ 850	\$ 1,672
Annualized average stated interest rate	2.5 %	2.4 %	2.5 %	2.4 %
Average outstanding balance	\$ 60,461	\$ 165,011	\$ 41,554	\$ 133,950

**Revolver:** On November 22, 2013, Revolver Funding, a wholly-owned subsidiary of GBDC, entered into a \$15,000 revolving line of credit ("Revolver"), which may be increased up to \$30,000, with The PrivateBank and Trust Company

(“PrivateBank”).

Effective November 24, 2014, GBDC and Revolver Funding amended the Revolver to, among other things, (a) extend the stated maturity date from November 22, 2019 to November 22, 2020 and (b) extend the term under which borrowings under the Revolver bear an interest rate of either one-month, two-month or three-month LIBOR plus 3.50% per annum or PrivateBank’s prime rate plus 1.50% per annum through November 22, 2015 from November 22, 2014 and one-month, two-month or three-month LIBOR plus 2.50% per annum or PrivateBank’s prime rate plus 0.50% per annum for the period subsequent to November 22, 2015.

The Revolver is collateralized by all of the assets held by Revolver Funding. Both GBDC and Revolver Funding have made customary representations and warranties and are required to comply with various covenants, reporting requirements and other customary requirements for similar credit facilities. Borrowing under the Revolver is subject to the leverage restrictions contained in the 1940 Act. In addition, the Company pays a fee of 0.25% per annum on any unused portion of the Revolver.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

As of March 31, 2015 and September 30, 2014, the Company had no outstanding debt under the Revolver. For the three and six months ended March 31, 2015, the Company had no borrowings and repayments on the Revolver. For the three and six months ended March 31, 2014, the Company had borrowings of \$1,300 and repayments of \$500 on the Revolver. For the three and six months ended March 31, 2015 and 2014, the components of interest expense, cash paid for interest, annualized average interest rates and average outstanding balances for the Revolver were as follows:

	For the three months ended March 31,		For the six months ended March 31,		
	2015	2014	2015	2014	
Stated interest expense	\$ -	\$ 5	\$ -	\$ 5	
Facility fees	9	9	19	13	
Amortization of debt issuance costs	48	5	70	6	
Total interest and other debt financing expenses	\$ 57	\$ 19	\$ 89	\$ 24	
Cash paid for interest expense	\$ 9	\$ 13	\$ 19	\$ 17	
Annualized average stated interest rate	N/A	3.7	% N/A	3.7	%
Average outstanding balance	\$ -	\$ 599	\$ -	\$ 296	

The average total debt outstanding (including the debt under the 2010 Debt Securitization, the 2014 Debt Securitization, SBA debentures, Credit Facility and Revolver) for the three and six months ended March 31, 2015 was \$730,211 and \$711,304, respectively. The average total debt outstanding (including the debt under the Debt Securitization, SBA debentures, Credit Facility and Revolver) for the three and six months ended March 31, 2014 was \$578,351 and \$536,009, respectively.

For the three and six months ended March 31, 2015, the effective annualized average interest rate, which includes amortization of debt financing costs and non-usage facility fees, on the Company's total debt outstanding (excluding secured borrowings) was 3.3% and 3.3%, respectively. For the three and six months ended March 31, 2014, the effective annualized average interest rate, which includes amortization of debt financing costs and non-usage facility fees, on the Company's total debt outstanding (excluding secured borrowings) was 3.0% and 3.1%, respectively.

A summary of the Company's maturity requirements for borrowings as of March 31, 2015 is as follows:



Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
2010 Debt Securitization	\$215,000	\$ -	\$ -	\$ -	\$ 215,000
2014 Debt Securitization	246,000	-	-	-	246,000
SBA debentures	208,750	-	-	-	208,750
Credit Facility	84,700	-	-	84,700	-
Revolver	-	-	-	-	-
Total borrowings	\$754,450	\$ -	\$ -	\$ 84,700	\$ 669,750

**Golub Capital BDC, Inc. and Subsidiaries**

**Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

**Secured Borrowings:** Certain partial loan sales do not qualify for sale accounting under ASC Topic 860 because these sales do not 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 remain as an investment on the consolidated statement of financial condition and the portion sold is recorded as a secured borrowing in the liabilities section of the consolidated statement of financial condition. For these partial loan sales, the interest earned on the entire loan balance is recorded within “interest income” and the interest earned by the buyer in the partial loan sale is recorded within “interest and other debt financing expenses” in the consolidated statement of operations.

As of March 31, 2015 and September 30, 2014, the Company recognized secured borrowings at fair value of \$372 and \$389, respectively, and the fair values of the loans that are associated with these secured borrowings was \$1,291 and \$1,325, respectively. These secured borrowings were the result of the Company’s completion of partial sales of one stop loans associated with two portfolio companies that did not meet the definition of a “participating interest”. As a result, sale treatment was not allowed and these partial loan sales were treated as secured borrowings.

During the three and six months ended March 31, 2015, there were no partial loan sales, no fundings on revolving and delayed draw secured borrowings and repayments on secured borrowings totaled \$9 and \$17, respectively. During the three and six months ended March 31, 2014, there were partial loan sales totaling \$2,068 and \$10,295, respectively, net fundings of revolving and delayed draw secured borrowings totaling \$1,860 and \$1,953, respectively, and repayments on secured borrowings totaled \$96 and \$2,978, respectively.

For the three and six months ended March 31, 2015, the effective annualized average interest rate on secured borrowings, which includes amortization of original issuance costs, was 4.5% and 4.5%, interest expense was \$4 and \$8 and amortization of original issue discount was \$1 and an amount less than \$1, respectively. For the three and six months ended March 31, 2014, the effective annualized average interest rate on secured borrowings, which includes amortization of original issuance costs, was 6.7% and 6.3%, interest expense was \$246 and \$382 and amortization of original issue discount was \$13 and \$55, respectively.

**Note 8.**

**Commitments and Contingencies**

**Commitments:** The Company had outstanding commitments to fund investments totaling \$135,203 and \$124,548 under various undrawn revolvers and other credit facilities as of March 31, 2015 and September 30, 2014, respectively.

**Indemnifications:** In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties that provide general indemnifications. The Company's maximum exposure under these arrangements is unknown, as these involve future claims that may be made against the Company but that have not occurred. The Company expects the risk of any future obligations under these indemnifications to be remote.

**Off-balance sheet risk:** Off-balance sheet risk refers to an unrecorded potential liability that may result in a future obligation or loss, even though it does not appear on the consolidated statements of financial condition. The Company has entered and, in the future, may again enter into derivative instruments that contain elements of off-balance sheet market and credit risk. Derivative instruments can be affected by market conditions, such as interest rate volatility, which could impact the fair value of the derivative instruments. If market conditions move against the Company, it may not achieve the anticipated benefits of the derivative instruments and may realize a loss. The Company minimizes market risk through monitoring its investments and borrowings.

**Golub Capital BDC, Inc. and Subsidiaries**

**Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

**Concentration of credit and counterparty risk:** Credit risk arises primarily from the potential inability of counterparties to perform in accordance with the terms of the contract. The Company has engaged and, in the future, may engage again in derivative transactions with counterparties. In the event that the counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparties or issuers of the instruments. The Company's maximum loss that it could incur related to counterparty risk on derivative instruments is the value of the collateral for that respective derivative instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty.

**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 there can be no assurance of the ultimate disposition of any such proceedings, the Company does not believe any disposition will have a material adverse effect on the Company's consolidated financial statements.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

**Note 9. Financial Highlights**

The financial highlights for the Company are as follows:

	Six months ended March 31,			
	2015		2014	
Per share data <sup>(1)</sup> :				
Net asset value at beginning of period	\$ 15.55		\$ 15.21	
Net increase in net assets as a result of public offering	-		0.18	
Dividends and distributions declared	(0.64	)	(0.64	)
Net investment income	0.60		0.62	
Net realized gain (loss) on investments	0.13		(0.12	)
Net change in unrealized appreciation (depreciation) on investments	(0.03	)	0.16	
Net asset value at end of period	\$ 15.61		\$ 15.41	
Per share market value at end of period	\$ 17.55		\$ 17.84	
Total return based on market value <sup>(2)</sup>	14.04	%	6.70	%
Total return based on average net asset value/members' equity *	8.99	%	8.73	%
Shares outstanding at end of period	47,225,212		46,857,608	
Ratios/Supplemental Data:				
Ratio of expenses (without incentive fees) to average net assets/members' equity *	6.63	%	5.90	%
Ratio of incentive fees to average net assets/members' equity *	0.91	%	1.41	%
Ratio of total expenses to average net assets/members' equity *	7.54	%	7.31	%
Ratio of net investment income to average net assets/members' equity	7.71	%	8.03	%
Net assets at end of period	\$ 737,392		\$ 721,930	
Average debt outstanding	\$ 711,304		\$ 536,009	
Average debt outstanding per share	\$ 15.06		\$ 11.44	
Asset coverage ratio <sup>(3)</sup>	234.55	%	285.50	%
Portfolio turnover *	32.83	%	35.63	%

\*

Annualized for a period less than one year.

(1)

Based on actual number of shares outstanding at the end of the corresponding period or the weighted average shares outstanding for the period, unless otherwise noted, as appropriate.

(2) Total return based on market value assumes dividends are reinvested.

In accordance with the 1940 Act, with certain limited exceptions (including the Company's exemptive relief related (3) to SBA debentures), the Company is only allowed to borrow amounts such that its asset coverage, as defined in the 1940 Act, is at least 200% after such borrowing.

**Golub Capital BDC, Inc. and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(In thousands, except shares and per share data)

**Note 10.****Earnings Per Share**

The following information sets forth the computation of the net increase in net assets per share resulting from operations for the three months and six ended March 31, 2015 and 2014:

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	2015	2014
Earnings available to stockholders	\$ 17,861	\$ 14,089	\$ 33,033	\$ 28,926
Basic and diluted weighted average shares outstanding	47,174,501	43,754,776	47,147,555	43,517,433
Basic and diluted earnings per common share	\$ 0.38	\$ 0.32	\$ 0.70	\$ 0.66

**Note 11.****Dividends and Distributions**

The Company's dividends and distributions are recorded on the record date. The following table summarizes the Company's dividend declarations and distributions during six months ended March 31, 2015 and 2014:

Date Declared	Record Date	Payment Date	Amount Per Share	Cash Distribution	DRIP Shares Issued	DRIP Shares Value
<b>Six months ended March 31, 2015</b>						
02/3/2015	03/20/2015	03/27/2015	\$ 0.32	\$ 14,187	53,694	\$ 908
11/17/2014	12/18/2014	12/29/2014	\$ 0.32	\$ 14,193	52,020	\$ 885
<b>Six months ended March 31, 2014</b>						
02/04/2014	03/17/2014	03/28/2014	\$ 0.32	\$ 13,326	32,033	\$ 539
11/26/2013	12/17/2013	12/27/2013	\$ 0.32	\$ 13,092	42,643	\$ 758

**Note 12.****Subsequent Events**

On April 10, 2015, the Company priced a public offering of 3,500,000 shares of its common stock at a public offering price of \$17.42 per share, raising \$60,970 in gross proceeds. On April 15, 2015, the transaction closed, the shares were issued, and proceeds, net of underwriting discounts and commissions but before expenses, of \$59,115 were received. The Company also granted the underwriters an option to purchase up to an additional 525,000 shares of common stock. Mr. William M. Webster IV, one of the Company's directors, purchased 5,000 shares in this offering at the public offering price per share.

On May 7, 2015, the Company sold an additional 502,292 shares of its common stock at a public offering price of \$17.42 per share pursuant to the underwriters' partial exercise of the option granted in connection with the public offering in April 2015.

On May 11, 2015, the Company's Board declared a quarterly distribution of \$0.32 per share payable on June 29, 2015 to holders of record as of June 18, 2015.



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The information contained in this section should be read in conjunction with our interim and unaudited consolidated financial statements and related notes thereto appearing elsewhere in this quarterly report on Form 10-Q. In this report, "we," "us," "our" and "Golub Capital BDC" refer to Golub Capital BDC, Inc. and its consolidated subsidiaries.

### Forward-Looking Statements

Some of the statements in this quarterly report on Form 10-Q constitute forward-looking statements, which relate to future events or our future performance or financial condition. 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 effect of investments that we expect to make and the competition for those investments;
- our contractual arrangements and relationships with third parties;
- actual and potential conflicts of interest with, GC Advisors LLC, or GC Advisors, and other affiliates of Golub Capital Incorporated and Golub Capital LLC, collectively, Golub Capital;
- the dependence of our future success on the general economy and its effect on the industries in which we invest;
  - the ability of our portfolio companies to achieve their objectives;
  - the use of borrowed money to finance a portion of our investments;
  - the adequacy of our financing sources and working capital;
  - the timing of cash flows, if any, from the operations of our portfolio companies;
  - general economic trends and other external factors;
- the ability of GC Advisors to locate suitable investments for us and to monitor and administer our investments;
  - the ability of GC Advisors or its affiliates to attract and retain highly talented professionals;
- our ability to qualify and maintain our qualification as a regulated investment company, or RIC, and as a business development company;
  - general price and volume fluctuations in the stock markets;
- the impact on our business of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations issued thereunder; and
  - the effect of changes to tax legislation and our tax position.

Such forward-looking statements may include statements preceded by, followed by or that otherwise include the words "may," "might," "will," "intend," "should," "could," "can," "would," "expect," "believe," "estimate," "anticipate," "pre" or similar words. The forward looking statements contained in this quarterly report on Form 10-Q involve risks and uncertainties. Our actual results could differ materially from those implied or expressed in the forward-looking statements for any reason, including the factors set forth elsewhere in this quarterly report on Form 10-Q and as "Risk Factors" in our annual report on Form 10-K for the year ended September 30, 2014.



We have based the forward-looking statements included in this report on information available to us on the date of this report, and we assume no obligation to update any such forward-looking statements. Actual results could differ materially from those anticipated in our forward-looking statements and future results could differ materially from historical performance. Although we undertake no obligation to revise or update any forward-looking statements except as required by law, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we have filed or in the future may file with the Securities and Exchange Commission, or the SEC, including annual reports on Form 10-K, registration statements on Form N-2, quarterly reports on Form 10-Q and current reports on Form 8-K. This quarterly report on Form 10-Q contains statistics and other data that have been obtained from or compiled from information made available by third-party service providers. We have not independently verified such statistics or data.

## Overview

We are an externally managed, closed-end, non-diversified management investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended, or the 1940 Act. In addition, for U.S. federal income tax purposes, we have elected to be treated as a RIC under Subchapter M of the Internal Revenue Code of 1986 as amended, or the Code. As a business development company and a RIC, we are also subject to certain constraints, including limitations imposed by the 1940 Act and the Code. We were formed in November 2009 to continue and expand the business of our predecessor, Golub Capital Master Funding LLC, which commenced operations in July 2007, in making investments in senior secured, one stop (a loan that combines characteristics of traditional first lien senior secured loans and second lien or subordinated loans), second lien and subordinated (a loan that ranks senior only to a borrower's equity securities and ranks junior to all of such borrower's other indebtedness in priority of payment) loans and warrants and minority equity securities of middle market companies that are, in most cases, sponsored by private equity firms.

Our shares are currently listed on The NASDAQ Global Select Market under the symbol "GBDC".

Our investment objective is to generate current income and capital appreciation by investing primarily in senior secured, one stop, second lien and subordinated loans of, and warrants and minority equity securities in, U.S. middle-market companies. We intend to achieve our investment objective by (1) accessing the established loan origination channels developed by Golub Capital, a leading lender to middle market companies with over \$10.0 billion in capital under management as of March 31, 2015, (2) selecting investments within our core middle market company focus, (3) partnering with experienced private equity firms, or sponsors, in many cases with whom we have invested alongside in the past, (4) implementing the disciplined underwriting standards of Golub Capital and (5) drawing upon the aggregate experience and resources of Golub Capital.

Our investment activities are managed by GC Advisors and supervised by our board of directors of which a majority of the members are independent.

Under an investment advisory agreement, or the Investment Advisory Agreement, which was most recently reapproved by our board of directors in May 2015, we have agreed to pay GC Advisors an annual base management fee based on our average adjusted gross assets as well as an incentive fee based on our investment performance. Under an administration agreement, or the Administration Agreement, we are provided with certain administrative services by an administrator, or the Administrator, which is currently Golub Capital LLC. Under the Administration Agreement, we have agreed to reimburse the Administrator for our allocable portion (subject to the review and approval of our independent directors) of overhead and other expenses incurred by the Administrator in performing its obligations under the Administration Agreement.

We seek to create a diverse portfolio that includes primarily senior secured, one stop, second lien and subordinated loans and warrants and minority equity securities by primarily investing approximately \$5.0 million to \$30.0 million of capital, on average, in the securities of U.S. middle market companies. We may also selectively invest more than \$30.0 million in some of our portfolio companies and generally expect that the size of our individual investments will vary proportionately with the size of our capital base.

We generally invest in securities that have been rated below investment grade by independent rating agencies or that would be rated below investment grade if they were rated. These securities, which may be referred to as “junk,” have predominantly speculative characteristics with respect to the issuer’s capacity to pay interest and repay principal. In addition, many of our debt investments have floating interest rates that reset on a periodic basis and typically do not fully pay down principal prior to maturity, which may increase our risk of losing part or all of our investment.

As of March 31, 2015 and September 30, 2014, our portfolio at fair value was comprised of the following:

Investment Type	As of March 31, 2015		As of September 30, 2014		
	Investments at Fair Value (In thousands)	Percentage of Total Investments	Investments at Fair Value (In thousands)	Percentage of Total Investments	
Senior secured	\$ 212,370	14.9	% \$ 262,859	19.5	%
One stop	1,042,534	73.3	940,729	69.8	
Second lien	59,708	4.2	59,964	4.4	
Subordinated debt	3,523	0.2	3,710	0.3	
Subordinated notes in SLF <sup>(1)</sup>	41,557	2.9	25,589	1.9	
LLC equity interests in SLF <sup>(1)</sup>	15,458	1.1	9,242	0.7	
Equity	47,913	3.4	45,519	3.4	
Total	\$ 1,423,063	100.0	% \$ 1,347,612	100.0	%

<sup>(1)</sup> SLF's proceeds from the subordinated notes and LLC equity interests invested in SLF were utilized by SLF to invest in senior secured loans.

One stop loans include loans to technology companies undergoing strong growth due to new services, increased adoption and/or entry into new markets. We refer to loans to these companies as late stage lending loans. Other targeted characteristics of late stage lending businesses include strong customer revenue retention rates, a diversified customer base and backing from growth equity or venture capital firms. In some cases, the borrower’s high revenue growth is supported by a high level of discretionary spending. As part of the underwriting of such loans and consistent with industry practice, we may adjust our characterization of the earnings of such borrowers for a reduction or elimination of such discretionary expenses, if appropriate. As of March 31, 2015, one stop loans included \$166.1 million of late stage lending loans at fair value. During the three months ended December 31, 2014, we

recharacterized \$47.1 million of late stage lending loans at fair value from senior secured loans to one stop loans.

As of March 31, 2015 and September 30, 2014, we had debt and equity investments in 146 and 145 portfolio companies, respectively, and investments in subordinated notes and limited liability company, or LLC, equity interests in SLF.

The weighted average annualized income yield and weighted average annualized investment income yield of our income producing debt investments, which represented nearly 100% of our debt investments, for the three and six months ended March 31, 2015 and 2014 was as follows:

	For the three months ended March 31,			For the six months ended March 31,				
	2015		2014	2015		2014		
Weighted average annualized income yield <sup>(1)</sup>	7.9	%	8.0	%	7.8	%	8.1	%
Weighted average annualized investment income yield <sup>(2)</sup>	8.4	%	8.6	%	8.3	%	8.7	%

<sup>(1)</sup> Represents income from interest and fees excluding amortization of capitalized fees and discounts divided by the average fair value of earning debt investments.

<sup>(2)</sup> Represents income from interest, fees and amortization of capitalized fees and discounts divided by the average fair value of earning debt investments.

**Revenues:** We generate revenue in the form of interest and fee income on debt investments and capital gains and distributions, if any, on portfolio company investments that we originate or acquire. Our debt investments typically have a term of three to seven years and bear interest at a fixed or 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 date. The frequency or volume of these repayments fluctuates significantly from period to period. Our portfolio activity also reflects the proceeds of sales of securities. In some cases, our investments provide for deferred interest payments or payment-in-kind, 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, structuring or due diligence fees, fees for providing managerial assistance and consulting fees. Loan origination fees, original issue discount and market discount or premium are capitalized, and we accrete or amortize such amounts as interest income. We record prepayment premiums on loans as fee income. For additional details on revenues, see “Critical Accounting Policies—Revenue Recognition”.

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 or derivative instrument, without regard to unrealized gains or losses previously recognized. We record current period changes in fair value of investments and derivative instruments 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.





*Expenses:* Our primary operating expenses include the payment of fees to GC Advisors under the Investment Advisory Agreement, our allocable portion of overhead expenses under the Administration Agreement and other operating costs described below. We bear all out-of-pocket costs and expenses of our operations and transactions, including:

- organizational expenses;

- calculating our net asset value (including the cost and expenses of any independent valuation firm);
- fees and expenses incurred by GC Advisors 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, which fees and expenses may include, among other items, due diligence reports, appraisal reports, any studies that may be commissioned by GC Advisors and travel and lodging expenses;
- interest payable on debt, if any, incurred to finance our investments and expenses related to unsuccessful portfolio acquisition efforts;

- offerings of our common stock and other securities;

- investment advisory and management fees, including any incentive fees;

- administration fees and expenses, if any, payable under the Administration Agreement (including payments based upon our allocable portion of the Administrator's overhead in performing its obligations under the Administration Agreement, including rent and the allocable portion of the cost of our chief compliance officer, chief financial officer and their respective staffs);

- fees payable to third parties, including agents, consultants or other advisors, relating to, or associated with, evaluating and making investments in portfolio companies, including costs associated with meeting financial sponsors;

- transfer agent, dividend agent and custodial fees and expenses;

- U.S. federal and state registration and franchise 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;

- costs of any reports, proxy statements or other notices to stockholders, including printing costs;

- costs associated with individual or group stockholders;

- costs associated with compliance under the Sarbanes-Oxley Act of 2002, as amended;

- 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 incurred by us or the Administrator in connection with administering our business.

We expect our general and administrative expenses to be relatively stable or decline as a percentage of total assets during periods of asset growth and to increase during periods of asset declines.

GC Advisors, as collateral manager for Golub Capital BDC 2010-1 LLC, or the 2010 Issuer, under a collateral management agreement, or the 2010 Collateral Management Agreement, is entitled to receive an annual fee in an

amount equal to 0.35% of the principal balance of the portfolio loans held by the 2010 Issuer at the beginning of the collection period relating to each payment date, which is payable in arrears on each payment date. This fee, which is less than the management fee payable under the Investment Advisory Agreement, is paid directly by the 2010 Issuer to GC Advisors and offset against such management fee.

Under the 2010 Collateral Management Agreement, the term “collection period” refers to a quarterly period running from the day after the end of the prior collection period to the fifth business day of the calendar month in which a payment date occurs. The 2010 Collateral Management Agreement does not include any incentive fee payable to GC Advisors. In addition, the 2010 Issuer paid Wells Fargo Securities, LLC a structuring and placement fee for its services in connection with the initial structuring and subsequent amendment of a \$350.0 million term debt securitization, or the 2010 Debt Securitization. The 2010 Issuer also agreed to pay ongoing administrative expenses to the trustee, collateral manager, independent accountants, legal counsel, rating agencies and independent managers in connection with developing and maintaining reports, and providing required services in connection with the administration of the 2010 Debt Securitization.

GC Advisors, as collateral manager for Golub Capital BDC CLO 2014 LLC, or the 2014 Issuer, under a collateral management agreement, or the 2014 Collateral Management Agreement, is entitled to receive an annual fee in an amount equal to 0.25% of the principal balance of the portfolio loans held by the 2014 Issuer at the beginning of the collection period relating to each payment date, which is payable in arrears on each payment date. This fee, which is less than the management fee payable under the Investment Advisory Agreement, is paid directly by the 2014 Issuer to GC Advisors and offset against such management fee. Under the 2014 Collateral Management Agreement, the term “collection period” refers to a quarterly period running from the day after the end of the prior collection period to the tenth business day prior to the payment date. In addition, the 2014 Issuer paid Wells Fargo Securities, LLC a structuring and placement fee for its services in connection with the initial structuring of a \$402.6 million term debt securitization, or the 2014 Debt Securitization. The 2014 Issuer also agreed to pay ongoing administrative expenses to the trustee, collateral manager, independent accountants, legal counsel, rating agencies and independent managers in connection with developing and maintaining reports, and providing required services in connection with the administration of the 2014 Debt Securitization.

The administrative expenses of each of the 2010 Issuer and the 2014 Issuer are paid on each payment date in two parts: (1) a component that is paid in a priority to other amounts distributed by the 2010 Issuer or the 2014 Issuer, as applicable, subject to a cap equal to the sum of 0.04% per annum of the adjusted principal balance of the portfolio loans and other assets held by the 2010 Issuer or the 2014 Issuer, as applicable, on the last day of the collection period relating to such payment date, plus \$150,000 per annum, and (2) a component that is paid in a subordinated position relative to other amounts distributed by the 2010 Issuer or the 2014 Issuer, as applicable, equal to any amounts that exceed the aforementioned administrative expense cap. We believe that these administrative expenses approximate the amount of ongoing fees and expenses that we would be required to pay in connection with a traditional secured credit facility. Our common stockholders indirectly bear all of these expenses.

## Recent Developments

On April 10, 2015, we priced a public offering of 3,500,000 shares of our common stock at a public offering price of \$17.42 per share, raising approximately \$60.1 million in gross proceeds. On April 15, 2015, the transaction closed, the shares were issued, and proceeds, net of underwriting discounts and commissions but before expenses, of \$59.1 million were received. We have also granted the underwriters an option to purchase up to an additional 525,000 shares

of common stock. Mr. William M. Webster IV, one of our directors, purchased 5,000 shares in this offering at the public offering price per share.

On May 7, 2015, we sold an additional 502,292 shares of our common stock at a public offering price of \$17.42 per share pursuant to the underwriters' partial exercise of the option granted in connection with the public offering in April 2015.

On May 11, 2015, our board of directors declared a quarterly distribution of \$0.32 per share of our common stock payable on June 29, 2015 to holders of record as of June 18, 2015.

## Consolidated Results of Operations

Consolidated operating results for the three and six months ended March 31, 2015 and 2014 are as follows:

	For the three months ended March 31,		Variances 2015 vs. 2014	For the six months ended March 31,		Variances 2015 vs. 2014
	2015	2014		2015	2014	
	(In thousands)			(In thousands)		
Interest income	\$ 25,017	\$ 22,681	\$ 2,336	\$ 50,116	\$ 45,072	\$ 5,044
Income from accretion of discounts and origination fees	1,820	1,740	80	3,490	3,647	(157 )
Interest income from subordinated notes in SLF	652	556	96	1,202	737	465
Dividend income	377	262	115	395	278	117
Fee income	595	21	574	803	1,105	(302 )
Total investment income	28,461	25,260	3,201	56,006	50,839	5,167
Total expenses	14,707	11,908	2,799	27,695	24,227	3,468
Net investment income	13,754	13,352	402	28,311	26,612	1,699
Net realized (losses) gains on investments	4,523	87	4,436	6,249	(4,907 )	11,156
Net change in unrealized appreciation (depreciation) on investments and secured borrowings	(416 )	650	(1,066 )	(1,527 )	7,221	(8,748 )
Net income	\$ 17,861	\$ 14,089	\$ 3,772	\$ 33,033	\$ 28,926	\$ 4,107
Average earning portfolio company investments, at fair value	\$ 1,354,214	\$ 1,176,553	\$ 177,661	\$ 1,337,503	\$ 1,133,808	\$ 203,695
Average debt outstanding <sup>(1)</sup>	\$ 730,211	\$ 578,351	\$ 151,860	\$ 711,304	\$ 536,009	\$ 175,295

For the three and six months ending March 31, 2015, we have excluded \$0.4 million of secured borrowings, at fair (1) value, which were the result of participations and partial loan sales that did not meet the definition of a "participating interest", as defined in the guidance to ASC Topic 860.

Net income can vary substantially from period to period for various reasons, including the recognition of realized gains and losses and unrealized appreciation and depreciation. As a result, quarterly comparisons of net income may not be meaningful.

### ***Investment Income***

Investment income increased from the three months ended March 31, 2014 to the three months ended March 31, 2015 by \$3.2 million primarily as a result of an increase in the average earning investment balance, which is the annual average balance of accruing loans in our investment portfolio, of \$177.7 million and an increase in fee income of \$0.6 million. These increases were partially offset by market yield compression on new investments as highlighted in the table below.

Investment income increased from the six months ended March 31, 2014 to the six months ended March 31, 2015 by \$5.2 million primarily as a result of an increase in the average earning investment balance, which is the annual average balance of accruing loans in our investment portfolio, of \$203.7 million and an increase in interest income earned on the subordinated notes in SLF of \$0.5 million. These increases were partially offset by market yield compression on new investments as highlighted in the table below.

The annualized income yield by security type for the three and six months ended March 31, 2015 and 2014 was as follows:

	For the three months ended March 31,				For the six months ended March 31,			
	2015		2014		2015		2014	
Senior secured	6.3	%	7.0	%	6.3	%	7.1	%
One stop	8.1	%	8.2	%	8.1	%	8.4	%
Second lien	9.6	%	9.8	%	9.5	%	10.8	%
Subordinated debt	8.5	%	8.8	%	8.4	%	12.0	%
Subordinated notes in SLF <sup>(1)</sup>	8.3	%	7.2	%	8.3	%	6.1	%

<sup>(1)</sup> SLF's proceeds from the subordinated notes were utilized by SLF to fund senior secured loans.

Annualized income yields on senior secured and one stop loans have declined for the three and six months ended March 31, 2015 compared to the three and six months ended March 31, 2014 primarily due to a general trend of interest rate compression on new investments. The decrease in yield on second lien debt is primarily attributable to repayments of high yielding second lien investments since March 31, 2014 and the inclusion of \$0.4 million of prepayment fees during the six months ended March 31, 2014. The decrease in yield on subordinated debt is primarily due to repayments in subordinated debt investments and the lower current yield on the two remaining subordinated debt investments as of March 31, 2015 as shown in the Consolidated Schedule of Investments. The income yield on subordinated notes of SLF increased for the three and six months ended March 31, 2015 compared to the three and six months ended March 31, 2014 as the spread on the subordinated notes was increased to the London Interbank Offered Rate, or LIBOR, plus 8.0% from LIBOR plus 4.0% subsequent to the closing of SLF's senior secured revolving credit facility, or, as amended, the SLF Credit Facility, with Wells Fargo Bank, N.A., in January 2014.

For additional details on investment yields and asset mix, refer to the "*Liquidity and Capital Resources - Portfolio Composition, Investment Activity and Yield*" section below.

**Expenses**

The following table summarizes our expenses:

	For the three months ended March 31,		Variances	For the six months ended March 31,		Variances
	2015	2014	2015 vs. 2014	2015	2014	2015 vs. 2014
	(In thousands)			(In thousands)		
Interest and other debt financing expenses	\$ 6,017	\$ 4,540	\$ 1,477	\$ 11,711	\$ 8,632	\$ 3,079
Base management fee	4,855	4,185	670	9,677	8,009	1,668
Income Incentive Fee	1,220	1,656	(436 )	2,152	4,688	(2,536 )
Capital gain incentive fee accrued under GAAP	1,038	-	1,038	1,177	-	1,177
Professional fees	840	640	200	1,469	1,298	171
Administrative service fee	584	742	(158 )	1,191	1,324	(133 )
General and administrative expenses	153	145	8	318	276	42
Total expenses	\$ 14,707	\$ 11,908	\$ 2,799	\$ 27,695	\$ 24,227	\$ 3,468

Interest expense and debt facility fees increased by \$1.5 million from the three months ended March 31, 2014 to the three months ended March 31, 2015 primarily due to an increase in weighted average of outstanding borrowings from \$578.4 million for the three months ended March 31, 2014 to \$730.2 million for the three months ended March 31, 2015. The increase in our debt was primarily driven by the issuance of \$246.0 million of notes pursuant to the 2014 Debt Securitization. These increases were partially offset by a decrease in our use of debt under the senior secured revolving credit facility, or the Credit Facility, entered into by Golub Capital BDC Funding LLC, or Funding, a wholly-owned subsidiary of ours, with Wells Fargo Securities, LLC, as administrative agent, and Wells Fargo Bank, N.A., as lender, to \$84.7 million as of March 31, 2015 from an outstanding balance of \$154.0 million as of March 31, 2014.

Amortization of debt issuance costs increased by \$0.6 million from the three months ended March 31, 2014 to the three months ended March 31, 2015 primarily due to additional capitalized debt issuance costs associated with the 2014 Debt Securitization. The increase in our effective annualized average interest rate on our outstanding debt from 3.0% for the three months ended March 31, 2014 to 3.3% for the three months ended March 31, 2015 was primarily the result of the increase in amortization of debt issuance costs and the issuance of new Small Business Administration, or SBA, debentures at higher interest rates. The interest rates on the SBA debentures are fixed at the time of issuance at a market driven spread over U.S. Treasury Notes with ten-year maturities.



Interest and other debt financing expenses increased from the six months ended March 31, 2014 to the six months ended March 31, 2015 primarily due to an increase in the weighted average of outstanding borrowings from \$536.0 million for the six months ended March 31, 2014 to \$711.3 million for the six months ended March 31, 2015.

Amortization of debt issuance costs increased by \$1.2 million from the six months ended March 31, 2014 to the six months ended March 31, 2015 primarily due to additional capitalized debt issuance costs associated with the 2014 Debt Securitization. The increase in amortization of debt issuance costs resulted in an increase in our effective annualized average interest rate on our outstanding debt from 3.1% for the six months ended March 31, 2014 to 3.3% for the six months ended March 31, 2015.

The base management fee increased as a result of a sequential increase in average assets from September 30, 2013 to March 31, 2015. The administrative service fee declined from the three and six months ended March 31, 2014 to the three and six months ended March 31, 2015, respectively, due to efficiencies gained by the Administrator in servicing a growing portfolio.

The incentive fee payable under the Investment Advisory Agreement consists of two parts: (1) the income component, or the Income Incentive Fee, and (2) the capital gains component, or the Capital Gain Incentive Fee. The Income Incentive Fee decreased by \$0.4 million and \$2.5 million from the three and six months ended March 31, 2014, respectively, to the three and six months ended March 31, 2015, respectively, as the interest rate compression on new investments and the change in asset mix of our portfolio caused a decline in our pre-incentive fee net investment income, expressed as a rate of return on the value of our net assets.

Due to this decline, we were not fully through the catch-up provision of the incentive fee calculation. For the three months ended March 31, 2015, the Income Incentive Fee expense as a percentage of Pre-Incentive Fee Net Investment Income (as defined below) was 7.6% compared to 10.5% for the three months ended March 31, 2014. For the six months ended March 31, 2015, the Income Incentive Fee expense as a percentage of Pre-Incentive Fee Net Investment Income was 6.8% compared to 13.9% for the six months ended March 31, 2014. “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 we receive from portfolio companies but excluding fees for providing managerial assistance) accrued during the calendar quarter, minus operating expenses for the calendar quarter (including the base management fee, taxes, any expenses payable under the Investment Advisory Agreement and the Administration Agreement, any expenses of securitizations and any interest expense and dividends paid on any outstanding preferred stock, but excluding the Incentive Fee). 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 interest, preferred stock with PIK dividends and zero coupon securities, accrued income that we have not yet received in cash.

The Capital Gain Incentive Fee payable as calculated under the Investment Advisory Agreement for the three and six months ended March 31, 2015 and 2014 was \$0. However, in accordance with generally accepted accounting principles in the United States of America, or GAAP, we are required to include the aggregate unrealized capital appreciation on investments in the calculation and accrue a capital gain incentive fee on a quarterly basis, as if such unrealized capital appreciation were realized, even though such unrealized capital appreciation is not permitted to be considered in calculating the fee actually payable under the Investment Advisory Agreement. The accrual for capital gain incentive fee under GAAP was \$1.0 million, or \$0.02 per share, for the three months ended March 31, 2015 and \$1.2 million for the six months ended March 31, 2015. We did not accrue a capital gain incentive fee under GAAP for the three and six months ended March 31, 2014. The increase in accruals for a capital gain incentive fee under GAAP for the three and six months ended March 31, 2015 from the three and six months ended March 31, 2014 was primarily the result of realized gains on the sale of equity investments and appreciation of debt and equity investments.

For additional details on the sale of equity investments, refer to the “*Net Realized and Unrealized Gains and Losses*” section below.

The Administrator pays for certain expenses incurred by us. These expenses are subsequently reimbursed in cash. Total expenses reimbursed by us to the Administrator for the three and six months ended March 31, 2015 were \$0.3 million and \$0.5 million, respectively. Total expenses reimbursed by us to the Administrator for the three and six months ended March 31, 2014 were \$0.5 million and \$0.8 million, respectively.

As of March 31, 2015 and September 30, 2014, included in accounts payable and accrued expenses were \$0.2 million and \$0.2 million, respectively, for accrued expenses paid on behalf of us by the Administrator.

**Net Realized and Unrealized Gains and Losses**

The following table summarizes our net realized and unrealized gains (losses) for the periods presented:

	For the three months ended March 31,		Variances	For the six months ended March 31,		Variances
	2015	2014	2015 vs. 2014	2015	2014	2015 vs. 2014
	(In thousands)			(In thousands)		
Net realized gain (loss) on investments	\$ 4,523	\$ 87	\$ 4,436	\$ 6,249	\$ (4,907 )	\$ 11,156
Net realized gain (loss)	4,523	87	4,436	6,249	(4,907 )	11,156
Unrealized appreciation on investments	9,103	6,930	2,173	11,822	18,366	(6,544 )
Unrealized (depreciation) on investments	(9,768 )	(6,277 )	(3,491 )	(13,572 )	(11,306 )	(2,266 )
Unrealized appreciation on investments in SLF <sup>(1)</sup>	248	485	(237 )	222	249	(27 )
Unrealized (depreciation) on investments in SLF <sup>(1)</sup>	-	(476 )	476	-	-	-
Unrealized (appreciation) on secured borrowings	-	(22 )	22	-	(99 )	99
Unrealized depreciation on secured borrowings	1	10	(9 )	1	11	(10 )
Net change in unrealized appreciation (depreciation) on investments, investments in SLF and secured borrowings	\$ (416 )	\$ 650	\$ (1,066 )	\$ (1,527 )	\$ 7,221	\$ (8,748 )

<sup>(1)</sup> Unrealized appreciation and (depreciation) on investments in SLF include our investments in the subordinated notes and LLC equity interests in SLF.

For the three months ended March 31, 2015, we had a net realized gain of \$4.5 million primarily due to the sale of two equity investments. For the six months ended March 31, 2015, we had net realized gains on investments totaling \$6.2 million primarily due to the sale of four equity investments.



During the three months ended March 31, 2015, we had \$9.1 million in unrealized appreciation on 83 portfolio company investments, which was offset by \$9.8 million in unrealized depreciation on 125 portfolio company investments. For the six months ended March 31, 2015, we had \$11.8 million in unrealized appreciation on 94 portfolio company investments, which was offset by \$13.6 million in unrealized depreciation on 120 portfolio company investments. Unrealized appreciation during the three and six months ended March 31, 2015 resulted from an increase in fair value primarily due to the rise in market prices of portfolio company investments. Unrealized depreciation primarily resulted from the amortization of discounts, negative credit related adjustments that caused a reduction in fair value and the reversal of the net unrealized appreciation on the equity investments sold during the three and six months ended March 31, 2015.

For the three and six months ended March 31, 2015, we had \$0.2 million in unrealized appreciation on our investment in SLF LLC equity interests. The unrealized appreciation on the SLF LLC equity interests was primarily driven by no negative mark-to-market losses in the aggregate associated with SLF's investment portfolio. For the three and six months ended March 31, 2015, we had no unrealized appreciation or depreciation on our investment in SLF subordinated notes.

For the three months ended March 31, 2014, we had a net realized gain of less than \$0.1 million primarily due to a small cash collection on a previously written-off investment. For the six months ended March 31, 2014, we had net realized losses on investments totaling \$5.0 million primarily due to the sale of our investment in one underperforming portfolio company and the write off of two non-accrual portfolio companies.

During the three months ended March 31, 2014, we had \$6.9 million in unrealized appreciation on 69 portfolio company investments, which was partially offset by \$6.3 million in unrealized depreciation on 115 portfolio company investments. For the six months ended March 31, 2014, we had \$18.4 million in unrealized appreciation on 90 portfolio company investments, which was partially offset by \$11.3 million in unrealized depreciation on 124 portfolio company investments. Unrealized appreciation during the three and six months ended March 31, 2014 resulted from an increase in fair value primarily due to the rise in market prices and a reversal of prior period unrealized depreciation associated with portfolio company investment sales and write-offs. Unrealized depreciation primarily resulted from the amortization of discounts and negative credit related adjustments that caused a reduction in fair value.

For the three months ended March 31, 2014, we had \$0.5 million in unrealized appreciation on our investment in SLF subordinated notes, which was partially offset by \$0.5 million in unrealized depreciation on our investment in SLF LLC equity interests. The unrealized appreciation was the result of an increase of the contractual coupon rate of the subordinated notes. Unrealized depreciation on the SLF LLC equity interests was driven by the offsetting impact of the increase in pricing on the subordinated notes.

## **Liquidity and Capital Resources**

For the six months ended March 31, 2015, we experienced a net decrease in cash and cash equivalents of \$2.1 million. During the period, we used \$50.3 million in operating activities primarily as a result of fundings of portfolio investments of \$290.3 million. This was partially offset by proceeds from principal payments and sales of portfolio investments of \$227.9 million and net investment income of \$28.3 million. During the same period, cash provided by investment activities of \$20.3 million was driven by the decrease in restricted cash and cash equivalents. Lastly, cash provided by financing activities was \$27.9 million, primarily driven by borrowings on debt of \$110.1 million that were partially offset by repayments of debt of \$52.8 million and distributions paid of \$28.4 million.

For the six months ended March 31, 2014, we experienced a net decrease in cash and cash equivalents of \$3.5 million. During the period we used \$202.9 million in operating activities, primarily as a result of funding portfolio

investments of \$433.1 million. This was partially offset by proceeds from principal payments and sales of portfolio investments of \$207.3 million and net investment income of \$26.6 million. During the same period, cash used in investment activities of \$2.9 million was driven by the increase in restricted cash and cash equivalents. Lastly, cash provided by financing activities was \$202.2 million, primarily driven by borrowings on debt of \$361.6 million and proceeds from shares sold of \$61.3 million that were partially offset by repayments of debt of \$201.6 million and distributions paid of \$26.4 million.

As of March 31, 2015 and September 30, 2014, we had cash and cash equivalents of \$3.1 million and \$5.1 million, respectively. In addition, we had restricted cash and cash equivalents of \$54.5 million and \$74.8 million as of March 31, 2015 and September 30, 2014, respectively. Cash and cash equivalents are available to fund new investments, pay operating expenses and pay distributions. As of March 31, 2015, \$42.3 million of our restricted cash and cash equivalents could be used to fund new investments that meet the investment guidelines established in the 2010 Debt Securitization and the 2014 Debt Securitization, or collectively, the Debt Securitizations, which are described in further detail in Note 7 to our consolidated financial statements, and for the payment of interest expense on the notes issued in the Debt Securitizations. \$8.1 million of restricted cash and cash equivalents can be used to fund new investments that meet the regulatory and investment guidelines established by the SBA for our SBICs, which are described in further detail in Note 7 to our consolidated financial statements, and for interest expense and fees on our outstanding SBA debentures.

As of March 31, 2015 and September 30, 2014, we had outstanding commitments to fund investments totaling \$135.2 million and \$124.5 million, respectively. These amounts may or may not be funded to the borrowing party now or in the future. The unfunded commitments relate to loans with various maturity dates, but the entire amount was eligible for funding to the borrowers as of March 31, 2015 and September 30, 2014, respectively, subject to the terms of each loan's respective credit agreement.

As of March 31, 2015, the Credit Facility, as amended, allows Funding to borrow up to \$150.0 million at any one time outstanding, subject to leverage and borrowing base restrictions. As of March 31, 2015 and September 30, 2014, subject to leverage and borrowing base restrictions, we had approximately \$65.3 million and \$122.6 million, respectively, of remaining commitments and \$36.1 million and \$70.0 million, respectively, of availability on the Credit Facility. As of March 31, 2015 and September 30, 2014, we had \$84.7 million and \$27.4 million outstanding under the Credit Facility, respectively. As of March 31, 2015 and September 30, 2014, the Revolver allows Revolver Funding to borrow up to \$15.0 million at any one time outstanding, subject to leverage and borrowing base restrictions. As of March 31, 2015 and September 30, 2014, subject to leverage and borrowing base restrictions, we had \$15.0 million and \$15.0 million, respectively, of remaining commitments and \$2.3 million and \$1.2 million, respectively, of availability on the Revolver. As of both March 31, 2015 and September 30, 2014, we had no borrowings outstanding under the Revolver.

On July 16, 2010, we completed the 2010 Debt Securitization, as amended on February 15, 2013, in which the 2010 Issuer issued an aggregate of \$350.0 million of notes, the 2010 Notes, including \$203.0 million of Class A 2010 Notes, which bear interest at a rate of three-month LIBOR plus 1.74%, \$12.0 million of Class B 2010 Notes, which

bear interest at a rate of three-month LIBOR plus 2.40%, and \$135.0 million face amount of Subordinated 2010 Notes that do not bear interest. The Class A 2010 Notes and Class B 2010 Notes of the 2010 Debt Securitization are included in the March 31, 2015 and September 30, 2014 consolidated statements of financial condition as our debt.



On June 5, 2014, we completed the 2014 Debt Securitization in the which the 2014 Issuer issued an aggregate of \$402.6 million of securities including \$191.0 million of Class A-1 2014 Notes, which bear interest at a rate of three-month LIBOR plus 1.75%, \$20.0 million of Class A-2 2014 Notes, which bear interest at a rate of three-month LIBOR plus 1.45% through December 4, 2015 and three-month LIBOR plus 1.95% thereafter, \$35.0 million of Class B 2014 Notes, which bear interest at a rate of three-month LIBOR plus 2.50%, \$37.5 million of Class C 2014 Notes, which bear interest at a rate of three-month LIBOR plus 3.50%, and \$119.1 million of LLC equity interests in the 2014 Issuer that do not bear interest. We retained all of the Class C 2014 Notes and LLC equity interests in the 2014 Issuer totaling \$37.5 million and \$119.1 million, respectively. The Class A-1, Class A-2 and Class B 2014 Notes are included in the March 31, 2015 and September 30, 2014 consolidated statements of financial condition as our debt and the Class C 2014 Notes and LLC equity interests in the 2014 Issuer were eliminated in consolidation. As of March 31, 2015 and September 30, 2014, we had outstanding debt under the 2014 Debt Securitization of \$246.0 million.

Under present SBIC regulations, the maximum amount of SBA-guaranteed debentures that may be issued by multiple licensees under common management is \$225.0 million and the maximum amount that a single SBIC licensee may issue is \$150.0 million. As of March 31, 2015, GC SBIC IV, L.P., or SBIC IV, and GC SBIC V, L.P., or SBIC V, each a wholly-owned subsidiary of us, had \$150.0 million and \$58.8 million, respectively, of outstanding SBA-guaranteed debentures leaving incremental borrowing capacity of \$16.2 million for SBIC V under present SBIC regulations. As of September 30, 2014, SBIC IV and SBIC V had \$150.0 million and \$58.8 million, respectively, of outstanding SBA-guaranteed debentures.

SBIC IV and SBIC V may each borrow up to two times the amount of its regulatory capital, subject to customary regulatory requirements. As of March 31, 2015, we had committed and funded \$75.0 million to SBIC IV, and had SBA-guaranteed debentures of \$150.0 million outstanding that mature between March 2021 and September 2024. As of March 31, 2015, we had committed and funded \$37.5 million to SBIC V and had SBA-guaranteed debentures of \$58.8 million outstanding that mature between September 2023 and September 2024.

In accordance with the 1940 Act, with certain limited exceptions, we are only allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, is at least 200% after such borrowing. On September 13, 2011, we received exemptive relief from the SEC allowing us to modify the asset coverage requirement to exclude the SBA debentures from this calculation. As such, our ratio of total consolidated assets to outstanding indebtedness may be less than 200%. This provides us with increased investment flexibility but also increases our risks related to leverage. As of March 31, 2015, our asset coverage for borrowed amounts was 234.6% (excluding the SBA debentures).

Although we expect to fund the growth of our investment portfolio through the net proceeds from future securities offerings and through our dividend reinvestment plan as well as future borrowings, to the extent permitted by the 1940 Act, we cannot assure you that our efforts to raise capital will be successful. In addition to capital not being available, it also may not be available on favorable terms.

On April 10, 2015, we priced a public offering of 3,500,000 shares of our common stock at a public offering price of \$17.42 per share, raising \$60.1 million in gross proceeds. On April 15, 2015, the transaction closed, the shares were issued, and proceeds, net of underwriting discounts and commissions but before expenses, of \$59.1 million were received. We have also granted the underwriters an option to purchase up to an additional 525,000 shares of common stock to cover the option granted in connection with public offering in April 2015.

On May 7, 2015, we sold an additional 502,292 shares of our common stock at a public offering price of \$17.42 per share pursuant to the underwriters' partial exercise of the option granted in connection with the public offering in April 2015.

We believe that our existing cash and cash equivalents and available borrowings as of March 31, 2015 will be sufficient to fund our anticipated requirements through at least March 31, 2016.

*Portfolio Composition, Investment Activity and Yield*

As of March 31, 2015 and September 30, 2014, we had investments in 146 and 145 portfolio companies, respectively, with a total fair value of \$1,366.0 million and \$1,312.8 million, respectively, and had investments in subordinated notes and LLC equity interests in SLF with a total fair value of \$57.0 million and \$34.8 million, respectively.

The following table shows the asset mix of our new investment commitments for the three and six months ended March 31, 2015 and 2014:

	For the three months ended March 31,				For the six months ended March 31,			
	2015		2014		2015		2014	
	(In thousands)	Percentage of Commitments	(In thousands)	Percentage of Commitments	(In thousands)	Percentage of Commitments	(In thousands)	Percentage of Commitments
Senior secured	\$56,314	31.5 %	\$24,660	13.5 %	\$133,611	41.1 %	\$60,064	12.8 %
One stop	102,971	57.5	146,608	80.4	165,718	50.9	349,853	74.6
Second lien	-	-	-	-	-	-	20,534	4.4
Subordinated notes in SLF <sup>(1)</sup>	12,687	7.1	7,832	4.3	15,968	4.9	32,048	6.8
LLC equity interests in SLF <sup>(1)</sup>	4,376	2.4	1,119	0.6	5,994	1.8	2,551	0.5
Equity securities	2,634	1.5	2,263	1.2	4,151	1.3	4,168	0.9
Total new investment commitments	\$178,982	100.0 %	\$182,482	100.0 %	\$325,442	100.0 %	\$469,218	100.0 %

<sup>(1)</sup> SLF's proceeds from the subordinated notes and LLC interests were utilized by SLF to fund senior secured loans. As of March 31, 2015 SLF funded senior secured loans to 50 different borrowers.

For the three and six months ended March 31, 2015, we had approximately \$66.2 million and \$126.4 million, respectively, in proceeds from principal payments and return of capital distributions of portfolio companies. For the three and six months ended March 31, 2015, we had sales of securities in seven and 18 portfolio companies, respectively, aggregating approximately \$80.8 million and \$101.5 million, respectively, in net proceeds.

For the three and six months ended March 31, 2014, we had approximately \$100.2 million and \$199.3 million, respectively, in proceeds from principal payments and return of capital distributions of portfolio companies. For the three and six months ended March 31, 2014, we had sales of securities in three and six portfolio companies, respectively, aggregating approximately \$3.5 million and \$8.0 million, respectively, in net proceeds.

The following table shows the par, amortized cost and fair value of our portfolio of investments by asset class:

	As of March 31, 2015 <sup>(1)</sup>			As of September 30, 2014 <sup>(1)</sup>		
	Par	Amortized Cost	Fair Value	Par	Amortized Cost	Fair Value
	(In thousands)					
Senior secured:						
Performing	\$214,366	\$211,517	\$212,365	\$265,103	\$262,021	\$262,854
Non-accrual <sup>(2)</sup>	3,025	3,014	5	3,033	3,021	5
One stop:						
Performing	1,048,823	1,035,131	1,039,330	952,359	939,765	940,729
Non-accrual <sup>(2)</sup>	8,356	7,820	3,204	-	-	-
Second lien:						
Performing	59,902	59,115	59,708	59,902	59,086	59,964
Non-accrual <sup>(2)</sup>	-	-	-	-	-	-
Subordinated debt:						
Performing	3,584	3,567	3,523	3,584	3,564	3,710
Non-accrual <sup>(2)</sup>	-	-	-	-	-	-
Subordinated notes in SLF: <sup>(3)</sup>						
Performing	41,557	41,557	41,557	25,589	25,589	25,589
Non-accrual <sup>(2)</sup>	-	-	-	-	-	-
LLC equity interests in SLF: <sup>(3)</sup>	N/A	15,312	15,458	N/A	9,318	9,242
Equity:	N/A	37,526	47,913	N/A	35,216	45,519
Total	\$1,379,613	\$1,414,559	\$1,423,063	\$1,309,570	\$1,337,580	\$1,347,612

(1) Eight and eleven of our loans included a feature permitting a portion of the interest due on such loan to be PIK interest as of March 31, 2015 and September 30, 2014, respectively.

We refer to a loan as non-accrual when we cease recognizing interest income on the loan because we have stopped pursuing repayment of the loan or, in certain circumstances, it is past due 90 days or more on principal and interest or our management has reasonable doubt that principal or interest will not be collected. See "--Critical Accounting Policies--Revenue Recognition."

(3) SLF's proceeds from the subordinated notes and LLC equity interests in SLF were utilized by SLF to fund senior secured loans.

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

The following table shows the weighted average rate, spread over LIBOR of floating rate, fixed rate and fees of investments originated and the weighted average rate of sales and payoffs of portfolio companies during the three and six months ended March 31, 2015 and 2014:

	For the three months ended March 31,			For the six months ended March 31,				
	2015		2014		2015		2014	
Weighted average rate of new investment fundings	6.5	%	7.5	%	6.6	%	7.3	%
Weighted average spread over LIBOR of new floating rate investment fundings	5.4	%	6.4	%	5.6	%	6.2	%
Weighted average rate of new fixed rate investment fundings	10.8	%	N/A		10.8	%	N/A	
Weighted average fees of new investment fundings	1.3	%	1.3	%	1.6	%	1.2	%
Weighted average rate of sales and payoffs of portfolio companies	6.5	%	8.8	%	6.5	%	9.2	%
Weighted average annualized yield <sup>(1)</sup>	7.9	%	7.8	%	8.4	%	8.3	%

(1) Represents income from interest and fees excluding amortization of capitalized fees and discounts divided by the average fair value of earning debt investments.

As of March 31, 2015, 96.3% and 96.0% of our debt portfolio at fair value and at cost, respectively, had interest rate floors that limit the minimum applicable interest rates on such loans. As of September 30, 2014, 97.6% and 97.2% of our debt portfolio at fair value and at cost, respectively, had interest rate floors that limit the minimum applicable interest rates on such loans.

As of March 31, 2015, the portfolio median earnings before interest, taxes, depreciation and amortization, or EBITDA, for our portfolio companies was \$21.1 million. The portfolio median EBITDA is based on the most recently reported trailing twelve-month EBITDA received from the portfolio company. The portfolio median EBITDA excludes underlying borrowers in SLF.

As part of the monitoring process, GC Advisors regularly assesses the risk profile of each of our investments and rates each of them based on an internal system developed by Golub Capital and its affiliates. This system is not generally accepted in our industry or used by our competitors. It is based on the following categories, which we refer to as GC Advisors' internal performance rating:

### **Internal Performance Ratings**

#### **Rating Definition**

- |          |   |
|----------|---|
| <b>5</b> | Involves the least amount of risk in our portfolio. The borrower is performing above expectations, and the trends and risk factors are generally favorable.   |
| <b>4</b> | Involves an acceptable level of risk that is similar to the risk at the time of origination. The borrower is generally performing as expected, and the risk factors are neutral to favorable.   |
| <b>3</b> | Involves a borrower performing below expectations and indicates that the loan's risk has increased somewhat since origination. The borrower may be out of compliance with debt covenants; however, loan payments are generally not past due.  |
| <b>2</b> | Involves a borrower performing materially below expectations and indicates that the loan's risk has increased materially since origination. In addition to the borrower being generally out of compliance with debt covenants, loan payments may be past due (but generally not more than 180 days past due).   |
| <b>1</b> | Involves a borrower performing substantially below expectations and indicates that the loan's risk has substantially increased since origination. Most or all of the debt covenants are out of compliance and payments are substantially delinquent. Loans rated 1 are not anticipated to be repaid in full and we will reduce the fair market value of the loan to the amount we anticipate will be recovered. |

Our internal performance ratings do not constitute any rating of investments by a nationally recognized statistical rating organization or represent or reflect any third-party assessment of any of our investments.

For any investment rated 1, 2 or 3, GC Advisors will increase its monitoring intensity and prepare regular updates for the investment committee, summarizing current operating results and material impending events and suggesting recommended actions.

GC Advisors monitors and, when appropriate, changes the internal performance ratings assigned to each investment in our portfolio. In connection with our valuation process, GC Advisors and our board of directors review these internal performance ratings on a quarterly basis.



The following table shows the distribution of our investments on the 1 to 5 internal performance rating scale at fair value as of March 31, 2015 and September 30, 2014:

	As of March 31, 2015		As of September 30, 2014		
Internal Performance Rating	Investments at Fair Value (In thousands)	Percentage of Total Investments	Investments at Fair Value (In thousands)	Percentage of Total Investments	
5	\$ 152,434	10.7	% \$ 129,806	9.7	%
4	1,167,998	82.1	1,144,232	84.9	
3	91,513	6.4	68,944	5.1	
2	11,113	0.8	4,625	0.3	
1	5	0.0	* 5	0.0	*
Total	\$ 1,423,063	100.0	% \$ 1,347,612	100.0	%

\* Represents an amount less than 0.1%.

### Senior Loan Fund LLC

We co-invest with RGA Reinsurance Company, or RGA, in senior secured loans through SLF, an unconsolidated Delaware LLC. SLF is capitalized as transactions are completed and all portfolio and investment decisions in respect to SLF must be approved by the SLF investment committee consisting of two representatives of each of us and RGA (with unanimous approval required from (i) one representative of each of us and RGA or (ii) both representatives of each of us and RGA).

SLF is capitalized with subordinated notes and LLC equity interest subscriptions from its members. As of March 31, 2015, we and RGA owned 87.5% and 12.5%, respectively, of both the outstanding subordinated notes and LLC equity interests. As of March 31, 2015, SLF had subordinated note commitments from us and RGA totaling \$100.0 million, of which approximately \$47.5 million and \$29.2 million in aggregate principal amount was funded as of March 31, 2015 and September 30, 2014, respectively. As of March 31, 2015, SLF had LLC equity interest subscriptions from us and RGA totaling \$25.0 million, of which approximately \$17.5 million and \$10.6 million in aggregate was called and contributed as of March 31, 2015 and September 30, 2014, respectively.

As of March 31, 2015, the SLF Credit Facility, as amended, which SLF entered into through its wholly-owned subsidiary, Senior Loan Fund II, or SLF II, allows SLF II to borrow up to \$150.0 million subject to leverage and

borrowing base restrictions. The reinvestment period of the SLF Credit Facility ends June 10, 2015, and the stated maturity date is April 11, 2019. As of March 31, 2015 and September 30, 2014, SLF II had outstanding debt under the SLF Credit Facility of \$121.3 million and \$66.6 million, respectively.

Through the reinvestment period, the SLF Credit Facility bears interest at one-month LIBOR plus a rate between 1.75% and 2.25%, depending on the composition of the collateral asset portfolio, per annum. After the reinvestment period, the rate will reset to one-month LIBOR plus 2.75% per annum for the remaining term of the SLF Credit Facility.

As of March 31, 2015 and September 30, 2014, SLF had total assets at fair value of \$194.0 million and \$107.2 million, respectively. As of both March 31, 2015 and September 30, 2014, none of these loans was on non-accrual status. The portfolio companies in SLF are in industries similar to those in which we may invest directly. Additionally, as of March 31, 2015 and September 30, 2014, SLF had commitments to fund various undrawn revolving credit and delayed draw loans to its portfolio companies totaling \$12.5 million and \$10.1 million, respectively.

Below is a summary of SLF's portfolio, followed by a listing of the individual loans in SLF's portfolio as of March 31, 2015 and September 30, 2014:

	As of March 31, 2015	As of September 30, 2014	
	(Dollars in thousands)		
Senior secured loans <sup>(1)</sup>	\$ 189,973	\$ 103,695	
Weighted average current interest rate on senior secured loans <sup>(2)</sup>	5.5	% 5.2	%
Number of borrowers in SLF	50	31	
Largest loan to a single borrower <sup>(1)</sup>	\$9,031	\$ 8,229	
Total of five largest loans to borrowers <sup>(1)</sup>	\$40,008	\$ 31,132	

(1) At principal amount.

(2) Computed as the (a) annual stated interest rate on accruing senior secured loans divided by (b) total senior secured loans at principal amount.

**SLF Loan Portfolio as of March 31, 2015**

Portfolio Company	Business Description	Security Type	Maturity Date	Current Interest Rate <sup>(1)</sup>	Principal/Paid Amount	Fair Value <sup>(2)</sup>
(In thousands)						
1011778 B.C. ULC (Burger King Worldwide, Inc. )	Beverage, Food and Tobacco	Senior loan	10/2021	4.5 %	\$2,973	\$3,006
5.11, Inc. <sup>(3)</sup>	Textiles and Leather	Senior loan	02/2020	6.0	3,273	3,281
Acosta, Inc.	Diversified Conglomerate Service	Senior loan	09/2021	5.0	2,993	3,027
ACTIVE Network, Inc.	Electronics	Senior loan	11/2020	5.5	1,975	1,973
Aderant North America, Inc.	Diversified Conglomerate Service	Senior loan	12/2018	5.3	4,220	4,220
Advanced Pain Management Holdings, Inc.,	Healthcare, Education and Childcare	Senior loan	02/2018	6.3	7,065	7,065
Advanced Pain Management Holdings, Inc.,	Healthcare, Education and Childcare	Senior loan	02/2018	6.3	483	483
Affordable Care Inc.	Personal, Food and Miscellaneous Services	Senior loan	12/2018	5.5	3,996	3,996
ARG IH Corporation <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	11/2020	4.8	2,140	2,152
Atkins Nutritionals, Inc <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	01/2019	6.3	6,000	5,985
Atrium Innovations	Personal and Non Durable Consumer Products	Senior loan	02/2021	4.3	3,538	3,476
BJ's Wholesale Club, Inc.	Retail Stores	Senior loan	09/2019	4.5	2,970	2,976
Blue Coat Systems, Inc.	Electronics	Senior loan	05/2019	4.0	1,980	1,982
BMC Software, Inc.	Electronics	Senior loan	09/2020	5.0	1,905	1,868
Brasa (Holdings) Inc.	Personal, Food and Miscellaneous Services	Senior loan	07/2019	5.0	8,187	8,197
Brickman Group Ltd. LLC	Farming and Agriculture	Senior loan	12/2020	4.0	1,990	1,985
C.B. Fleet Company, Incorporated	Personal and Non Durable Consumer Products	Senior loan	10/2020	5.5	5,659	5,659
C.B. Fleet Company, Incorporated	Personal and Non Durable Consumer Products	Senior loan	10/2020	5.5	412	412
CLP Healthcare Services, Inc.	Healthcare, Education and Childcare	Senior loan	12/2020	5.8	4,440	4,417
Connect Merger Sub, Inc.	Telecommunications	Senior loan	04/2020	4.8	3,955	3,909

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

CPI Buyer, LLC (Cole-Parmer) <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	08/2021	5.5	5,985	5,992
Curo Health Services LLC <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	02/2022	6.5	6,000	6,032
Dell, Inc.	Electronics	Senior loan	04/2020	4.5	1,975	1,991
Dialysis Newco, Inc.	Healthcare, Education and Childcare	Senior loan	04/2021	4.5	2,481	2,488
EAG, INC. (Evans Analytical Group)	Diversified/Conglomerate Service	Senior loan	07/2017	5.0	2,332	2,332
Federal-Mogul Corporation	Automobile	Senior loan	04/2021	4.8	3,980	3,976
GSDM Holdings Corp. <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	06/2019	5.3	1,791	1,791
Hygenic Corporation, The (Performance Health) <sup>(3)</sup>	Personal and Non Durable Consumer Products	Senior loan	10/2020	6.0	4,527	4,459
Hygenic Corporation, The (Performance Health) <sup>(3)</sup> <sup>(4)</sup>	Personal and Non Durable Consumer Products	Senior loan	10/2019	N/A <sup>(5)</sup>	-	(4 )
K&N Engineering, Inc. <sup>(3)</sup>	Automobile	Senior loan	07/2019	5.3	3,884	3,884
Mister Car Wash Holdings, Inc.	Automobile	Senior loan	08/2021	5.0	2,985	3,004
National Veterinary Associates, Inc.	Personal, Food and Miscellaneous Services	Senior loan	08/2021	5.0	995	998
Northwestern Management Services, LLC (Gentle Dental)	Healthcare, Education and Childcare	Senior loan	10/2017	6.5	3,941	3,941
Northwestern Management Services, LLC (Gentle Dental)	Healthcare, Education and Childcare	Senior loan	10/2017	7.3	67	67
Northwestern Management Services, LLC (Gentle Dental)	Healthcare, Education and Childcare	Senior loan	10/2017	6.5	47	47
Paradigm DKD Group, LLC	Buildings and Real Estate	Senior loan	11/2018	6.0	2,047	1,884
Paradigm DKD Group, LLC	Buildings and Real Estate	Senior loan	11/2018	6.0	360	302
Paradigm Management Services, LLC <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	01/2019	5.5	6,216	6,216
Pasternack Enterprises, Inc.	Diversified Conglomerate Manufacturing	Senior loan	12/2017	6.3	1,067	1,067
Payless ShoeSource, Inc.	Retail Stores	Senior loan	03/2021	5.0	1,985	1,899
Plano Molding Company, LLC <sup>(3)</sup>	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	10/2018	5.3	1,792	1,792
Print Payroll Services, LLC	Diversified Conglomerate Service	Senior loan	06/2019	6.0	3,140	3,055
Print Payroll Services, LLC	Diversified Conglomerate Service	Senior loan	06/2019	6.0	362	362
R.G. Barry Corporation		Senior loan	09/2019	6.0	6,744	6,744

Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

	Personal, Food and Miscellaneous Services						
Reliant Pro ReHab, LLC (3)	Healthcare, Education and Childcare	Senior loan	06/2017	6.0	4,274	4,274	
Renaissance Pharma (U.S.) Holdings Inc.	Healthcare, Education and Childcare	Senior loan	05/2018	5.0	3,926	3,926	
Renaissance Pharma (U.S.) Holdings Inc.	Healthcare, Education and Childcare	Senior loan	05/2018	6.3	128	128	
Rubio's Restaurants, Inc (MRCC) (3)	Retail Stores	Senior loan	11/2018	6.0	5,235	5,235	
Rug Doctor LLC (3)	Personal and Non Durable Consumer Products	Senior loan	12/2016	6.3	4,810	4,810	
Scientific Games International, Inc.	Hotels, Motels, Inns, and Gaming	Senior loan	10/2020	6.0	3,955	3,973	
Self Esteem Brands, LLC (3)	Leisure, Amusement, Motion Pictures, Entertainment	Senior loan	02/2020	5.0	8,497	8,497	
Smashburger Finance LLC	Beverage, Food and Tobacco	Senior loan	05/2018	5.5	965	965	
Syncsort Incorporated (3)	Electronics	Senior loan	03/2019	5.8	9,031	9,031	
Systems Maintenance Services Holding, Inc. (3)	Electronics	Senior loan	10/2019	5.3	2,427	2,427	
Take 5 Oil Change, L.L.C. (3)	Automobile	Senior loan	07/2018	5.8	1,422	1,422	
Take 5 Oil Change, L.L.C. (3)	Automobile	Senior loan	07/2018	5.8	21	21	
W3 Co.	Oil and Gas	Senior loan	03/2020	5.8	2,970	2,599	
WII Components, Inc. (3)	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	07/2018	5.5	3,180	3,180	
WII Components, Inc. (3)	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	07/2018	6.8	16	16	
Young Innovations, Inc. (3)	Healthcare, Education and Childcare	Senior loan	01/2019	5.3	4,095	4,095	
Young Innovations, Inc. (3)	Healthcare, Education and Childcare	Senior loan	01/2018	6.5	164	164	
					\$189,973	\$189,151	

(1) Represents the weighted average annual current interest rate as of March 31, 2015. All interest rates are payable in cash.

(2) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.

(3) We also hold a portion of the first lien senior secured loan in this portfolio company.

- (4) The negative fair value is the result of the unfunded commitment being valued below par.

(5) The entire commitment was unfunded at March 31, 2015. As such, no interest is being earned on this investment.

**SLF Loan Portfolio as of September 30, 2014**

Portfolio Company	Business Description	Security Type	Maturity Date	Current Interest Rate <sup>(1)</sup>	Principal/Par Amount	Fair Value <sup>(2)</sup>
(In thousands)						
5.11, Inc. <sup>(3)</sup>	Textiles and Leather	Senior loan	02/2020	6.0 %	\$3,290	\$3,294
ACTIVE Network, Inc.	Electronics	Senior loan	11/2020	5.5	1,985	1,975
ARG IH Corporation <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	11/2020	4.8	2,151	2,152
Atrium Innovations	Personal and Non Durable Consumer Products	Senior loan	02/2021	4.3	3,556	3,498
BJ's Wholesale Club, Inc.	Retail Stores	Senior loan	09/2019	4.5	2,985	2,944
Blue Coat Systems, Inc.	Electronics	Senior loan	05/2019	4.0	1,990	1,958
BMC Software, Inc.	Electronics	Senior loan	09/2020	5.0	1,915	1,886
Brasa (Holdings) Inc.	Personal, Food and Miscellaneous Services	Senior loan	07/2019	5.0	8,229	8,215
Connect Merger Sub, Inc.	Telecommunications	Senior loan	04/2020	4.8	3,975	3,943
Dell, Inc.	Electronics	Senior loan	04/2020	4.5	1,985	1,974
Dialysis Newco, Inc.	Healthcare, Education and Childcare	Senior loan	04/2021	4.5	2,494	2,491
Diversified Foodservice Supply, Inc. <sup>(3)</sup>	Beverage, Food and Tobacco	Senior loan	12/2018	5.8	4,194	4,194
El Pollo Loco Inc. <sup>(3)</sup>	Personal, Food and Miscellaneous Services	Senior loan	10/2018	5.3	4,740	4,758
Federal-Mogul Corporation	Automobile	Senior loan	04/2021	4.8	4,000	3,972
GSDM Holdings Corp. <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	06/2019	5.3	1,800	1,800
Nuveen Investments, Inc.	Finance	Senior loan	05/2017	4.2	3,000	2,997
Paradigm DKD Group, LLC	Buildings and Real Estate	Senior loan	11/2018	5.8	2,058	2,058
Paradigm DKD Group, LLC	Buildings and Real Estate	Senior loan	11/2018	5.8	468	468
Paradigm Management Services, LLC <sup>(3)</sup>	Healthcare, Education and Childcare	Senior loan	01/2019	5.5	6,247	6,247
Payless ShoeSource, Inc.	Retail Stores	Senior loan	03/2021	5.0	1,995	1,925
Plano Molding Company, LLC <sup>(3)</sup>	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	10/2018	5.3	1,827	1,827
Print Payroll Services, LLC	Diversified Conglomerate Service	Senior loan	06/2019	5.6	2,950	2,950
Rug Doctor LLC <sup>(3)</sup>	Personal and Non Durable Consumer Products	Senior loan	12/2016	6.3	4,939	4,939
Rug Doctor LLC <sup>(3)</sup>	Personal and Non Durable Consumer Products	Senior loan	12/2016	6.3	428	428
		Senior loan	10/2020	4.3	3,975	3,905



## Edgar Filing: Golub Capital BDC, Inc. - Form 10-Q

Scientific Games International, Inc.	Hotels, Motels, Inns, and Gaming						
Self Esteem Brands, LLC (3)	Leisure, Amusement, Motion Pictures, Entertainment	Senior loan	02/2020	5.0	6,324	6,324	
Smashburger Finance LLC	Beverage, Food and Tobacco	Senior loan	05/2018	5.5	970	970	
Syncsort Incorporated (3)	Electronics	Senior loan	03/2019	5.8	4,966	4,966	
Systems Maintenance Services Holding, Inc. (3)	Electronics	Senior loan	10/2019	5.0	2,439	2,439	
Take 5 Oil Change, L.L.C. (3)	Automobile	Senior loan	07/2018	6.3	1,429	1,429	
U.S. Water Services, Inc.	Utilities	Senior loan	08/2018	5.8	3,461	3,461	
U.S. Water Services, Inc.	Utilities	Senior loan	08/2018	6.8	386	386	
U.S. Water Services, Inc.	Utilities	Senior loan	08/2018	5.8	165	165	
W3 Co.	Oil and Gas	Senior loan	03/2020	5.8	2,985	2,981	
WII Components, Inc. (3)	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	07/2018	5.5	3,394	3,378	
WII Components, Inc. (3) (4)	Home and Office Furnishings, Housewares, and Durable Consumer	Senior loan	07/2018	N/A (5)	-	(1 )	
					\$103,695	\$103,296	

(1) Represents the weighted average annual current interest rate as of September 30, 2014. All interest rates are payable in cash.

(2) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in our board of directors' valuation process described elsewhere herein.

(3) We also hold a portion of the senior loan in this portfolio company.

(4) The negative fair value is the result of the unfunded commitment being valued below par.

(5) The entire commitment was unfunded at September 30, 2014. As such, no interest is being earned on this investment.

We have committed to fund \$87.5 million of subordinated notes and \$21.9 million of LLC equity interest subscriptions to SLF. The amortized cost and fair value of the subordinated notes in SLF held by us were \$41.6 million and \$41.6 million, respectively, as of March 31, 2015, and \$25.6 million and \$25.6 million, respectively, as of September 30, 2014. The subordinated notes pay a weighted average interest rate of three-month LIBOR plus 8.0%. For the three and six months ended March 31, 2015, we earned interest income of \$0.6 million and \$1.2 million, respectively, on the subordinated notes. For the three and six months ended March 31, 2014, we earned interest income of \$0.5 million and \$0.7 million, respectively, on the subordinated notes. As of March 31, 2015 and September 30, 2014, \$15.3 million and \$9.3 million of our LLC equity interest subscriptions to SLF had been called and contributed. For the three and six months ended March 31, 2015, we received \$0.3 million and \$0.3 million, respectively, in dividend income from the SLF LLC equity interests. For the three and six months ended March 31,

2014, we did not earn dividend income from the SLF LLC equity interests.

For the three and six months ended March 31, 2015, we earned an annualized total return on our weighted average capital invested in SLF of 11.0% and 8.6%, respectively. For the three and six months ended March 31, 2014, we

earned an annualized total return on our weighted average capital invested in SLF of 6.2% and 7.0%, respectively. The annualized total return on weighted average capital invested is calculated by dividing total income earned on our investments in SLF subordinated notes and LLC equity interests by the combined daily average of our investments in (1) the principal of the SLF subordinated notes and (2) the net asset value of the SLF LLC equity interests.

Below is certain summarized financial information for SLF as of March 31, 2015 and September 30, 2014 and for the three and six months ended March 31, 2015 and 2014:

	As of March 31, 2015 (In thousands)	As of September 30, 2014
Selected Balance Sheet Information, at fair value		
Investments in loans receivable, net of discount for loan origination fees	\$ 189,151	\$ 103,296
Cash and other assets	4,846	3,932
Total assets	\$ 193,997	\$ 107,228
Senior credit facility	\$ 121,300	\$ 66,600
Payable for open trades	6,000	-
Other liabilities	1,537	822
Total liabilities	128,837	67,422
Subordinated notes and members' equity	65,160	39,806
Total liabilities and net assets	\$ 193,997	\$ 107,228

	Three months ended March 31, 2015		Six months ended March 31, 2015	
	2014		2014	
	(In thousands)		(In thousands)	
Selected Statement of Operations Information:				
Interest income	\$ 2,041	\$ 778	\$ 3,641	\$ 1,111
Fee income	2	2	4	2
Total investment income	2,043	780	3,645	1,113
Interest expense	1,408	749	2,516	955
Administrative service fee	49	36	96	52
Management and incentive fees	-	-	-	-
Other expenses	23	25	48	34
Total expenses	1,480	810	2,660	1,041
Net investment income	563	(30 )	985	72
Net change in unrealized appreciation (depreciation) on investments and subordinated notes	80	(515 )	(372 )	127
Net increase (decrease) in net assets	\$ 643	\$ (545 )	\$ 613	\$ 199

SLF has elected to fair value the subordinated notes issued to us and RGA under Accounting Standards Codification, or ASC, Topic 825 – *Financial Instruments*, or ASC Topic 825. The subordinated notes are valued by calculating the net present value of the future expected cash flow streams using an appropriate risk-adjusted discount rate model. For the three and six months ended March 31, 2015, SLF recognized \$0.0 million and \$0.0 million in unrealized depreciation, respectively, on the subordinated notes. For the three and six months ended March 31, 2014, SLF recognized \$0.6 million in unrealized appreciation and \$0.5 million in unrealized depreciation, respectively, on the subordinated notes.

The following table presents the difference between fair value and the aggregate contractual principal amounts of subordinated notes for which the fair value option has been elected as of March 31, 2015 and September 30, 2014:

As of March 31, 2015 (In thousands)				
	Par Value	Carrying Value	Fair Value	Unrealized Appreciation / (Depreciation)
Subordinated notes	\$47,494	\$ 47,494	\$ 47,494	\$ -

As of September 30, 2014 (In thousands)				
	Par Value	Carrying Value	Fair Value	Unrealized Appreciation / (Depreciation)
Subordinated notes	\$29,245	\$ 29,245	\$ 29,245	\$ -

### Contractual Obligations and Off-Balance Sheet Arrangements

A summary of our significant contractual payment obligations as of March 31, 2015 is as follows:

	Payments Due by Period (In millions)				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
2010 Debt Securitization	\$215.0	\$ -	\$ -	\$ -	\$ 215.0
2014 Debt Securitization	246.0	-	-	-	246.0
SBA debentures	208.8	-	-	-	208.8
Credit Facility	84.7	-	-	84.7	-
Revolver	-	-	-	-	-
Unfunded commitments <sup>(1)</sup>	135.2	135.2	-	-	-
Total contractual obligations <sup>(2)</sup>	\$889.7	\$ 135.2	\$ -	\$ 84.7	\$ 669.8

(1) Unfunded commitments represent all amounts unfunded as of March 31, 2015. These amounts may or may not be funded to the borrowing party now or in the future. The unfunded commitments relate to loans with various maturity dates, but we are showing this amount in the less than one year category as this entire amount was eligible for funding to the borrowers as of March 31, 2015.

(2) Total contractual obligations exclude \$0.4 million of secured borrowings.

We may become a party to financial instruments with off-balance sheet risk in the normal course of our business to meet the financial needs of our portfolio companies. These instruments may include commitments to extend credit and involve, to varying degrees, elements of liquidity and credit risk in excess of the amount recognized in the balance sheet. As of March 31, 2015 and September 30, 2014, we had outstanding commitments to fund investments totaling \$135.2 million and \$124.5 million, respectively.

We have certain contracts under which we have material future commitments. We have entered into the Investment Advisory Agreement with GC Advisors in accordance with the 1940 Act. Under the Investment Advisory Agreement, GC Advisors provides us with investment advisory and management services.

Under the Administration Agreement, the Administrator furnishes us with office facilities and equipment, provides us with clerical, bookkeeping and record keeping services at such facilities and provides us with other administrative services necessary to conduct our day-to-day operations. The Administrator also provides on our behalf significant managerial assistance to those portfolio companies to which we are required to offer to provide such assistance.

If any of the contractual obligations discussed above is terminated, our costs under any new agreements that we enter into may increase. In addition, we would likely incur significant time and expense in locating alternative parties to provide the services we receive under our Investment Advisory Agreement and our Administration Agreement. Any new investment advisory agreement would also be subject to approval by our stockholders.

## **Distributions**

We intend to make quarterly distributions to our stockholders as determined by our board of directors. For additional details on distributions, see “Critical Accounting Policies—Income Taxes”.

We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of our distributions from time to time. In addition, we may be limited in our ability to make distributions due to the asset coverage requirements applicable to us as a business development company under the 1940 Act. If we do not distribute a certain percentage of our income annually, we will suffer adverse U.S. federal income tax consequences, including the possible loss of our qualification as a RIC. We cannot assure stockholders that they will receive any distributions.

To the extent our taxable earnings fall below the total amount of our distributions for that fiscal year, a portion of those distributions may be deemed a return of capital to our stockholders for U.S. federal income tax purposes. Thus, the source of a distribution to our stockholders may be the original capital invested by the stockholder rather than our income or gains. Stockholders should read any written disclosure accompanying a dividend payment carefully and should not assume that the source of any distribution is our ordinary income or gains.

We have adopted an “opt out” dividend reinvestment plan for our common stockholders. As a result, if we declare a distribution, our stockholders’ cash distributions will be automatically reinvested in additional shares of our common stock unless a stockholder specifically “opts out” of our dividend reinvestment plan. If a stockholder opts out, that stockholder will receive cash distributions. Although distributions paid in the form of additional shares of our common stock will generally be subject to U.S. federal, state and local taxes in the same manner as cash distributions, stockholders participating in our dividend reinvestment plan will not receive any corresponding cash distributions with which to pay any such applicable taxes.





## Related Party Transactions

We have entered into a number of business relationships with affiliated or related parties, including the following:

We entered into an Investment Advisory Agreement with GC Advisors. Mr. Lawrence Golub, our chairman, is a manager of GC Advisors, and Mr. David Golub, our chief executive officer, is a manager of GC Advisors, and each of Messrs. Lawrence Golub and David Golub owns an indirect pecuniary interest in GC Advisors.

Golub Capital LLC provides, and other affiliates of Golub Capital have historically provided, us with the office facilities and administrative services necessary to conduct day-to-day operations pursuant to our Administration Agreement.

We have entered into a license agreement with Golub Capital LLC, pursuant to which Golub Capital LLC has granted us a non-exclusive, royalty-free license to use the name “Golub Capital.”

Under a staffing agreement, or the Staffing Agreement, Golub Capital LLC has agreed to provide GC Advisors with the resources necessary to fulfill its obligations under the Investment Advisory Agreement. The Staffing Agreement provides that Golub Capital LLC will make available to GC Advisors experienced investment professionals and access to the senior investment personnel of Golub Capital LLC for purposes of evaluating, negotiating, structuring, closing and monitoring our investments. The Staffing Agreement also includes a commitment that the members of GC Advisors’ investment committee will serve in such capacity. Services under the Staffing Agreement are provided on a direct cost reimbursement basis.

GC Advisors serves as collateral manager to the 2010 Issuer and the 2014 Issuer under collateral management agreements and receives a fee for providing these services that is offset against the base management fee payable by us under the Investment Advisory Agreement.

GC Advisors also sponsors or manages, and may in the future sponsor or manage, other investment funds, accounts or investment vehicles (together referred to as “accounts”) that have investment mandates that are similar, in whole and in part, with ours. For example, GC Advisors presently serves as the investment adviser to Golub Capital Investment Corporation, a private business development company that commenced operations on December 31, 2014, which primarily focuses on investing in senior secured and one stop loans. In addition, our officers and directors serve in similar capacities for Golub Capital Investment Corporation. GC Advisors and its affiliates may determine that an investment is appropriate for us and for one or more of those other accounts. In such event, depending on the availability of such investment and other appropriate factors, and pursuant to GC Advisors’ allocation policy, GC Advisors or its affiliates may determine that we should invest side-by-side with one or more other accounts. We do not intend to make any investments if they are not permitted by applicable law and interpretive positions of the SEC

and its staff, or if they are inconsistent with GC Advisors' allocation procedures.

In addition, we have adopted a formal code of ethics that governs the conduct of our and GC Advisors' officers, directors and employees. Our officers and directors also remain subject to the duties imposed by both the 1940 Act and the General Corporation Law of the State of Delaware.

### **Critical Accounting Policies**

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following items as critical accounting policies.

### ***Fair Value Measurements***

We value investments for which market quotations are readily available at their market quotations. However, a readily available market value is not expected to exist for many of the investments in our portfolio, and we value these portfolio investments at fair value as determined in good faith by our board of directors under our valuation policy and process. We may seek pricing information with respect to certain of our investments from pricing services or brokers or dealers in order to value such investments. We also employ independent third party valuation firms for all of our investments for which there is not a readily available market value.

Valuation methods may include comparisons of the portfolio companies to peer companies that are public, the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings, discounted cash flow, the markets in which the portfolio company does business and other relevant factors. When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, we will consider the pricing indicated by the external event to corroborate the private equity valuation. 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 the investments may differ significantly from the values that would have been used had a readily available market value existed for such investments and may differ materially from values that may ultimately be received or settled.

Our board of directors is ultimately and solely responsible for determining, in good faith, the fair value of investments that are not publicly traded, whose market prices are not readily available on a quarterly basis or any other situation where portfolio investments require a fair value determination.

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 investment being initially valued by the investment professionals of GC Advisors responsible for credit monitoring.
- Preliminary valuation conclusions are then documented and discussed with our senior management and GC Advisors.
- The audit committee of our board of directors reviews these preliminary valuations.
- At least once annually, the valuation for each portfolio investment is reviewed by an independent valuation firm.
- The board of directors discusses valuations and determines the fair value of each investment in our portfolio in good faith.

The factors that are taken into account in fair value pricing investments include: available current market data, including relevant and applicable market trading and transaction comparables; applicable market yields and multiples; security covenants; call protection provisions; information rights; the nature and realizable value of any collateral; the

portfolio company's ability to make payments, its earnings and discounted cash flows and the markets in which it does business; comparisons of financial ratios of peer companies that are public; comparable merger and acquisition transactions; and the principal market and enterprise values.

Determination of fair values involves subjective judgments and estimates. Under current auditing standards, the notes to our consolidated financial statements refer to the uncertainty with respect to the possible effect of such valuations, and any change in such valuations, on our consolidated financial statements.

We follow ASC Topic 820 *Fair Value Measurements and Disclosures* for measuring fair value. Fair value is the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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, valuation models are applied. These valuation models involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the assets or liabilities or market and the assets' or liabilities' complexity. Our fair value analysis includes an analysis of the value of any unfunded loan commitments. Assets and liabilities are categorized for disclosure purposes based upon the level of judgment associated with the inputs used to measure their value. The valuation hierarchical levels are based upon the transparency of the inputs to the valuation of the asset or liability as of the measurement date. The three levels are defined as follows:

Level 1: Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2: Inputs include quoted prices for similar assets or liabilities in active markets and inputs that are observable for the assets or liabilities, either directly or indirectly, for substantially the full term of the assets or liabilities.

Level 3: Inputs include significant unobservable inputs for the assets or liabilities and include situations where there is little, if any, market activity for the assets or liabilities. The inputs into the determination of fair value are based upon the best information available and may require significant management judgment or estimation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an asset's or a liability's categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and we consider factors specific to the asset or liability. We assess the levels of assets and liabilities at each measurement date, and transfers between levels are recognized on the actual date of the event or change in circumstances that caused the transfers. There were no transfers among Level 1, 2 and 3 of the fair value hierarchy for assets and liabilities during the three and six months ended March 31, 2015 and 2014. The following section describes the valuation techniques used by us to measure different assets and liabilities at fair value and includes the level within the fair value hierarchy in which the assets and liabilities are categorized.

## **Valuation of Investments**

Level 1 investments are valued using quoted market prices. Level 2 investments are valued using market consensus prices that are corroborated by observable market data and quoted market prices for similar assets and liabilities. Level 3 investments are valued at fair value as determined in good faith by our board of directors, based on input of management, the audit committee and independent valuation firms that have been engaged at the direction of our board of directors to assist in the valuation of each portfolio investment without a readily available market quotation at least once during a trailing twelve-month period under a valuation policy and a consistently applied valuation process. This valuation process is conducted at the end of each fiscal quarter, with approximately 25% (based on fair value) of

our valuations of debt and equity investments without readily available market quotations subject to review by an independent valuation firm. All investments as of March 31, 2015 and September 30, 2014, with the exception of money market funds included in cash and cash equivalents (Level 1 investments), were valued using Level 3 inputs of the fair value hierarchy.

When determining fair value of Level 3 debt and equity investments, we may take into account the following factors, where relevant: the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons to publicly traded securities, and changes in the interest rate environment and the credit markets generally that may affect the price at which similar investments may be made and other relevant factors. The primary method for determining enterprise value uses a multiple analysis whereby

appropriate multiples are applied to the portfolio company's EBITDA. The enterprise value analysis is performed to determine the value of equity investments and to determine if debt investments are credit impaired. If debt investments are credit impaired, we will use the enterprise value analysis or a liquidation basis analysis to determine fair value. For debt investments that are not determined to be credit impaired, we use a market interest rate yield analysis to determine fair value.

In addition, for certain debt investments, we may base our valuation on indicative bid and ask prices provided by an independent third party pricing service. Bid prices reflect the highest price that we and others may be willing to pay. Ask prices represent the lowest price that we and others may be willing to accept. We generally uses the midpoint of the bid/ask range as our best estimate of fair value of such investment.

Due to the inherent uncertainty of determining the fair value of Level 3 investments that do not have a readily available market value, the fair value of the investments may differ significantly from the values that would have been used had a market existed for such investments and may differ materially from the values that may ultimately be received or settled. Further, such investments are generally subject to legal and other restrictions or otherwise are less liquid than publicly traded instruments. If we were required to liquidate a portfolio investment in a forced or liquidation sale, we may realize significantly less than the value at which such investment had previously been recorded.

Our investments are subject to market risk. Market risk is the potential for changes in the value due to market changes. Market risk is directly impacted by the volatility and liquidity in the markets in which the investments are traded.

### **Valuation of Secured Borrowings**

We have elected the fair value option under ASC Topic 825 relating to accounting for debt obligations at their fair value for our secured borrowings which arose due to partial loan sales which did not meet the criteria for sale treatment under ASC Topic 860. All secured borrowings as of March 31, 2015 and September 30, 2014 were valued using Level 3 inputs under the fair value hierarchy, and our approach to determining fair value of Level 3 secured borrowings is consistent with our approach to determining fair value of the Level 3 investments that are associated with these secured borrowings as previously described.

### **Valuation of Other Financial Assets and Liabilities**

Fair value of our debt is estimated using Level 3 inputs by discounting remaining payments using comparable market rates or market quotes for similar instruments at the measurement date, if available.

***Revenue Recognition:***

Our revenue recognition policies are as follows:

*Investments and Related Investment Income:* Interest income is accrued based upon the outstanding principal amount and contractual interest terms of debt investments. Premiums, discounts, and origination fees are amortized or accreted into interest income over the life of the respective debt investment. For investments with contractual PIK interest, which represents contractual interest accrued and added to the principal balance that generally becomes due at maturity, we do not accrue PIK interest if the portfolio company valuation indicates that the PIK interest is not likely to be collectible. In addition, we may generate revenue in the form of amendment, structuring or due diligence fees, fees for providing managerial assistance, consulting fees and prepayment premiums on loans and record these fees as fee income when received. Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be



collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies or on the ex-dividend date for publicly traded portfolio companies. Distributions received from LLC and LP investments are evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, we will not record distributions from equity investments in LLCs and LPs as dividend income unless there are sufficient accumulated tax-basis earnings and profits in the LLC or LP prior to the distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment.

We account for investment transactions on a trade-date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the cost basis of investment, without regard to unrealized gains or losses previously recognized. We report changes in fair value of investments from the prior period that are measured at fair value as a component of the net change in unrealized appreciation (depreciation) on investments in our consolidated statement of operations.

*Non-accrual:* Loans may be left on accrual status during the period we are pursuing repayment of the loan. Management reviews all loans that become past due 90 days or more on principal and interest or when there is reasonable doubt that principal or interest will not be collected for possible placement on non-accrual status. We generally reverse accrued interest when a loan is placed on non-accrual. Additionally, any original issue discount and market discount are no longer accreted to interest income as of the date the loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. We restore non-accrual loans to accrual status when past due principal and interest is paid and, in our management's judgment, are likely to remain current. The total fair value of our non-accrual loans was \$3.2 million as of March 31, 2015 and \$5,000 as of September 30, 2014.

*Partial loan sales:* We follow the guidance in ASC Topic 860, 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 that do not meet the definition of a participating interest remain on our statements of assets and liabilities and the proceeds are recorded as a secured borrowing until the definition is met. Secured borrowings are carried at fair value to correspond with the related investments, which are carried at fair value.

***Income taxes:***

We have elected to be treated as a RIC under Subchapter M of the Code and operate in a manner so as to qualify for the tax treatment applicable to RICs.

Depending on the level of taxable income earned in a tax year, we may choose to retain taxable income in excess of current year distributions into the next tax year in an amount less than what would trigger payments of federal income tax under Subchapter M of the Code. We would then pay a 4% excise tax on such income, as required. To the extent that we determine that our estimated current year annual taxable income may exceed estimated current year distributions, we accrue excise tax, if any, on estimated excess taxable income as taxable income is earned.

Because federal income tax regulations differ from GAAP, distributions in accordance with tax regulations may differ from net investment income and realized gains recognized for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified within capital accounts in the financial statements to reflect their tax character. Temporary differences arise when certain items of income, expense, gain or loss are recognized at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are subject to financial market risks, most significantly changes in interest rates. Many of the loans in our portfolio have floating interest rates, and we expect that our loans in the future may also have floating interest rates. These loans are usually based on a floating LIBOR and typically have interest rate reset provisions that adjust applicable interest rates under such loans to current market rates on a quarterly basis. The loans that are subject to the floating LIBOR rates are also subject to a minimum base rate, or floor, that we charge on our loans if the current market rates are below the respective floors. As of March 31, 2015 and September 30, 2014, the weighted average LIBOR floor on the loans subject to floating interest rates was 1.11% and 1.15%, respectively. In addition, the Class A and B 2010 Notes issued as a part of the 2010 Debt Securitization and the Class A-1, A-2 and B 2014 Notes issued as part of the 2014 Debt Securitization have floating interest rate provisions based on three-month LIBOR that resets quarterly, the Credit Facility has a floating interest rate provision based on one-month LIBOR that resets daily and the Revolver has a floating interest rate provision based on, at the election of Revolver Funding, either one-month, two-month or three-month LIBOR or PrivateBank's prime rate that resets at contract maturity. As of March 31, 2015 and September 30, 2014, the weighted average LIBOR floor on the secured borrowings, which reset quarterly, was 1.00% and 1.00%, respectively. We expect that other credit facilities into which we enter in the future may have floating interest rate provisions.

Assuming that the interim and unaudited consolidated statement of financial condition as of March 31, 2015 were to remain constant and that we took no actions to alter our existing interest rate sensitivity, the following table shows the annualized impact of hypothetical base rate changes in interest rates.

Change in interest rates	Increase (decrease) in interest income	Increase (decrease) in interest expense	Net increase (decrease) in investment income
	(in thousands)		
Down 25 basis points	\$(105)	\$(1,371)	\$ 1,266
Up 50 basis points	212	2,742	(2,530)
Up 100 basis points	2,888	5,485	(2,597)
Up 200 basis points	16,138	10,973	5,165
Up 300 basis points	29,546	16,460	13,086

Although we believe that this analysis is indicative of our existing sensitivity to interest rate changes, it does not adjust for changes in the credit market, credit quality, the size and composition of the assets in our portfolio and other business developments, including borrowing under the Debt Securitizations, the Credit Facility, the Revolver or other borrowings, that could affect net increase in net assets resulting from operations, or net income. Accordingly, we can offer no assurances that actual results would not differ materially from the analysis above.

We may in the future hedge against interest rate fluctuations by using standard hedging instruments such as interest rate swaps, futures, options and forward contracts to the limited extent permitted under the 1940 Act and applicable commodities laws. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to the investments in our portfolio with fixed interest rates.

**Item 4: Controls and Procedures.**

As of the period covered by this report, we, including our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act). Based on our evaluation, our management, including the chief executive officer and chief financial officer, concluded that our disclosure controls and procedures were effective in timely alerting management, including the chief executive officer and chief financial officer, of material information about us required to be included in our periodic SEC filings. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, are based upon certain assumptions about the likelihood of future events and can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. There has not been any change in our internal controls over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

## **Part II – Other Information**

### **Item 1: Legal Proceedings.**

Although we may, from time to time, be involved in litigation arising out of our operations in the normal course of business or otherwise, we are currently not a party to any pending material legal proceedings.

### **Item 1A: Risk Factors.**

None.

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

None.

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

None.

### **Item 4: Mine Safety Disclosures.**

None.

### **Item 5: Other Information.**

None.

86

**Item 6: Exhibits.**

**EXHIBIT INDEX**

**Number Description**

- |      |   |
|------|---|
| 31.1 | Certifications by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.* |
| 31.2 | Certifications by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.* |
| 32.1 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*                                  |

\* Filed herewith



## 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.

Golub Capital BDC, Inc.

Dated: May 11, 2015 By/s/ David B. Golub  
David B. Golub  
Chief Executive Officer  
(Principal Executive Officer)

Dated: May 11, 2015 By/s/ Ross A. Teune  
Ross A. Teune  
Chief Financial Officer  
(Principal Accounting and Financial Officer)