Golub David
Form SC 13D/A
August 17, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 3)

Under the Securities Exchange Act of 1934

GOLUB CAPITAL BDC, INC.
(Name of Issuer)

Common Stock, Par Value $0.001 Per Share
(Title of Class of Securities)

38173M 102
(CUSIP Number)

David B. Golub

c/o Golub Capital BDC, Inc.

150 South Wacker Drive, Suite 800

Chicago, IL 60606

(312) 205-5050
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 15, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 38173M 102

1	**Name of Reporting Person** David B. Golub	
2	**Check the Appropriate Box if a Member of a Group** **(a) o** **(b) o**	
3	**SEC Use Only**	
4	**Source of Funds** PF	
5	**Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**	
6	**Citizenship or Place of Organization** United States	
Number of Shares Beneficially Owned by Each Reporting Person with	7	**Sole Voting Power** 175,140

		Shared Voting Power
8		15,724
		Sole Dispositive Power
9		79,808
		Shared Dispositive Power
10		7,177,200
11	**Aggregate Amount Beneficially Owned by Each Reporting Person**	7,257,008
12	**Check if the Aggregate Amount in Row (11) Excludes Certain Shares o**	
13	**Percentage of Class Represented by Amount in Row (11)**	28.3%
14	**Type of Reporting Person**	IN

This Amendment No. 3 (“Amendment No. 3”) supplementally amends the initial statement on Schedule 13D, filed with the Securities and Exchange Commission (the “SEC”) on April 30, 2010 (as amended on April 6, 2011 and January 3, 2012, the "Schedule 13D"), by Mr. David B. Golub. Capitalized terms used herein and not defined herein shall have the meanings assigned thereto in the Schedule 13D. This Amendment No. 3 is filed by Mr. Golub in accordance with Rule 13d-2 under the Securities Exchange Act of 1934, as amended, and it shall refer only to the information that has materially changed since the filing of the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

As of the date hereof, Mr. Golub may be deemed to be the beneficial owner of 7,257,008 shares of Common Stock, representing 28.3% of the total issued and outstanding shares of Common Stock. As set forth below, Mr. Golub’s beneficial ownership of 7,257,008 shares of Common Stock is comprised of his direct beneficial ownership of the 79,808 shares of Common Stock owned by Mr. Golub through his individual retirement account, his indirect beneficial ownership of the 7,161,476 shares of Common Stock owned directly by Golub Capital Company IV, LLC, Golub Capital Company V LLC, Golub Capital Company VI LLC and GEMS Fund, L.P. and his indirect beneficial ownership of 15,724 shares of Common Stock owned directly by GC Advisors LLC and GC Investment Management LLC. All percentages set forth in this statement on Schedule 13D are based upon the 25,663,009 shares of Common Stock issued and outstanding as of the date hereof.

On August 8, 2012, Golub Capital Company V LLC and Golub Capital Company VI LLC sold in a block trade to two funds, for which an entity controlled by Mr. Golub together with Lawrence E. Golub serves as a non-discretionary subadviser, 66,524 and 44,863 shares of Common Stock, respectively, at a price of $15.28 per share. On August 15, 2012, Golub Capital Company V LLC and Golub Capital Company VI LLC sold in a block trade to funds managed by an institutional investor 300,626 and 161,374 shares of Common Stock, respectively, at a price of $15.28 per share. Golub Capital Company V LLC and Golub Capital Company VI LLC each sold a portion of its shares in order to diversify its investments and will reinvest the proceeds in middle market debt and equity investments. After the sales, Golub Capital Company V LLC and Golub Capital Company VI LLC still directly hold 2,291,784 and 1,135,853 shares of Common Stock, respectively.

Mr. Golub is the direct beneficial owner of the 79,808 shares of Common Stock owned through his individual retirement account and has sole voting power and sole dispositive power over these shares.

Mr. Golub also indirectly beneficially owns 95,332 shares of Common Stock through investments in Golub Capital Company IV, LLC, Golub Capital Company V LLC, Golub Capital Company VI LLC and GEMS Fund, L.P., which directly own 1,981,791, 2,291,784, 1,135,853 and 1,752,048 shares of Common Stock, respectively. Mr. Golub has sole voting power over these 95,332 shares, as the voting rights to the Common Stock owned by each entity have been passed through to the members or limited partners of each entity. Together with the 79,808 shares owned through his individual retirement account, Mr. Golub has sole voting power over 175,140 shares of Common Stock.

Mr. Golub, together with Lawrence E. Golub, is a control person of Golub Capital LLC, the investment advisor of Golub Capital Company IV, LLC, Golub Capital Company V LLC and Golub Capital Company VI LLC and is a control person of GC Advisors LLC, the investment advisor of GEMS Fund, L.P. Due to his control of Golub Capital Company IV, LLC, Golub Capital Company V LLC, Golub Capital Company VI LLC and GEMS Fund, L.P., Mr. Golub may be viewed as having shared dispositive power over all of the 7,161,476 shares of Common Stock owned directly by such entities although voting rights to the Common Stock have been passed through to the members or limited partners of each entity. Each entity received shares of Common Stock in exchange for the limited liability company interests each owned in Golub Capital BDC LLC, the Issuer's predecessor entity, upon the conversion of the Issuer from a Delaware limited liability company to a Delaware corporation on April 13, 2010. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein, which interest is set forth above.

Mr. Golub, together with Lawrence E. Golub, is a control person of GC Advisors LLC and GC Investment Management LLC. Due to his control of such entities, Mr. Golub may be viewed as having shared voting and dispositive power over all of the 15,724 shares directly owned by such entities. These shares are held for the benefit of employees of such entities, and Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 17, 2012
Date

/s/ David B. Golub
Signature

David B. Golub
Name