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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Great Elm Capital Corp.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation or
organization)

800 South Street, Suite 230
Waltham Massachusetts 02453
(Address of principal executive offices)

81-2621577
(I.R.S. Employer or
Identification No.)

02453
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
6.75% Notes due 2025

**Name of each exchange on which
each class is to be registered**
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: 333-221882.

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are 6.75% Notes due 2025 (the "Notes") of Great Elm Capital Corp. (the "Company"). The description of the Notes contained in the section entitled "Description of the Notes" in the Prospectus, dated January 11, 2018, included in the Company's Registration Statement on Form N-2 (File No. 333-221882) filed with the Securities and Exchange Commission on December 4, 2017 (as amended from time to time, the "Registration Statement"), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein. The Notes are expected to be listed on the NASDAQ Global Market and to trade thereon within 30 days of the original issue date under the trading symbol "GECCM."

Item 2. Exhibits.

- (a)(1) [Amended and Restated Charter of the Company \(1\)](#)
- (b)(1) [Bylaws of the Company \(2\)](#)
- (c)(1) [Indenture, dated as of September 18, 2017, between the Company and American Stock Transfer & Trust Company, LLC, as trustee \(3\)](#)
- (d)(1) [Second Supplemental Indenture, dated as of January 19, 2018, relating to the 6.75% Notes due 2025, between the Company and American Stock Transfer & Trust Company, LLC, as trustee \(4\)](#)
- (e)(1) [Form of 6.75% Note due 2025 \(5\)](#)

- (1) Incorporated by reference to Exhibit 3.1 to the Form 8-K (File No. 814-01211) filed on November 7, 2016.
 - (2) Incorporated by reference to Exhibit 99.2 to the Form N-14 8C (File No. 333-212817) filed on August 1, 2016.
 - (3) Incorporated herein by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K/A filed on September 21, 2017.
 - (4) Incorporated herein by reference to Exhibit (d)(3) of the Company's Post-Effective Amendment to the Registration Statement filed on January 19, 2018.
 - (5) Incorporated herein by reference to Exhibit (d)(1) of the Company's Post-Effective Amendment to the Registration Statement filed on January 19, 2018.
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GREAT ELM CAPITAL CORP.
(Registrant)

Date: January 24, 2018

By: /s/ Michael J. Sell
Name: Michael J. Sell
Title: Chief Financial Officer