

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mast Capital Management, LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET 51ST FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Great Elm Capital Corp. [GECC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/08/2017		J ⁽¹⁾		162,345	D	\$11.5	2,494,139	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	05/08/2017		J ⁽¹⁾		302,543	D	\$11.5	2,802,018	I	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾
Common Stock	05/08/2017		J ⁽¹⁾		17,030	D	\$11.5	157,725	I	See footnotes ⁽³⁾⁽⁴⁾⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Mast Capital Management, LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET 51ST FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)		
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1. Name and Address of Reporting Person *		
Steinberg David J.		
(Last)	(First)	(Middle)
200 CLARENDON STREET 51ST FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

Explanation of Responses:

1. The transactions reported herein are the disposition of Common Stock, \$0.01 Par Value, of Great Elm Capital Corp., a Maryland corporation (the "Common Stock" and the "Issuer"), pursuant to a self-tender conducted by the Issuer.
2. Represents shares of Common Stock held directly by Mast Credit Opportunities I Master Fund Limited, for which MAST Capital Management, LLC ("Mast Capital") is the investment manager.
3. As the investment advisor of the private investment funds disclosed herein (collectively, the "MAST Accounts"), MAST Capital may be deemed to be the beneficial owner of the shares of Common Stock held by the MAST Accounts. MAST Capital also has the right to an asset-based fee relating to the MAST Accounts. Pursuant to Rule 16a-1, MAST Capital disclaims such beneficial ownership, except to the extent of its pecuniary interest therein.
4. Mr. Steinberg may also be deemed to beneficially own the shares of Common Stock beneficially owned (or deemed to be beneficially owned) by MAST Capital, as he is the principal of MAST Capital. Pursuant to Rule 16a-1, Mr. Steinberg disclaims such beneficial ownership, except to the extent of his pecuniary interest therein.
5. Represents shares of Common Stock held directly by Mast Select Opportunities Master Fund, L.P., for which MAST Capital is the investment manager.
6. Represents shares of Common Stock held directly by Mast Admiral Master Fund, L.P., for which MAST Capital is the investment manager.

Remarks:

[MAST CAPITAL
MANAGEMENT, LLC, By: /s/
David J. Steinberg, Name: 05/19/2017
David J. Steinberg, Title:
Authorized Signatory
/s/ David J. Steinberg 05/19/2017](#)
** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.