
**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 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Great Elm Capital Corp.

(Exact name of Registrant as specified in Its Charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

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

200 Clarendon Street, 51st Floor
Boston, MA
(Address of principal executive office)

02116
(Zip Code)

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	The NASDAQ Global Select Market

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

Securities Act registration statement file number to which this form relates: (if applicable) 333-212817

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 shares of common stock, par value \$0.01 per share, of Great Elm Capital Corp. (the "Company"). The description of the shares of common stock contained in the section entitled "Description of GECC's Capital Stock" in the Prospectus included in the Company's Registration Statement on Form N-14 (File No. 333-212817), filed with the Securities and Exchange Commission on September 27, 2016, (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.

Item 2. Exhibits.

- a.1 Articles of Amendment and Restatement *
- b.1 By-laws*
- d.1 Form of Common Stock Certificate*

* Incorporated by reference to Great Elm Capital Corp.'s Registration Statement on Form N-14 (File No. 333-212817) filed on August 1, 2016.

SIGNATURES

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, thereunto duly authorized.

GREAT ELM CAPITAL CORP.

By: /s/ Peter Reed
Name: Peter Reed
Title: Chief Executive Officer and President

Date: September 27, 2016