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

FORM N-6F

**NOTICE OF INTENT TO ELECT TO BE SUBJECT TO SECTIONS 55
THROUGH 65 OF THE INVESTMENT COMPANY ACT OF 1940**

The undersigned hereby notifies the Securities and Exchange Commission that it intends to file a notification of election to be subject to sections 55 through 65 of the Investment Company Act of 1940, (the "Act") and in connection with such notice submits the following information:

Name: **Great Elm Capital Corp.**

Address of Principal Business Office: **200 Clarendon Street, 51st Floor
Boston, MA 02116**

Telephone Number: **617-375-3019**

Name and Address of Agent for Service of Process: **Peter Reed
President
Great Elm Capital Corp.
200 Clarendon Street, 51st Floor
Boston, MA 02116**

The undersigned company hereby notifies the Securities and Exchange Commission that it intends to file a notification of election to be subject to sections 55 through 65 of the Act within ninety days of this filing. The company would be excluded from the definition of an investment company by section 3(c)(1) of the Act, except that it presently proposes to make a public offering of its securities as a business development company.

SIGNATURE

Pursuant to the requirements of section 6(f) of the Act, the undersigned company has caused this notice of intent to elect to be subject to sections 55 through 65 of the Act pursuant to section 54(a) of the Act to be duly executed on its behalf in the city of Boston and the State of Massachusetts on the 24th day of June, 2016.

GREAT ELM CAPITAL CORP.

By: /s/ Peter Reed

Name: Peter Reed

Title: President

Attest: /s/ Richard Chemicoff

Name: Richard Chemicoff

Title: Treasurer
