

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>KOHLBERG JAMES A</u> (Last) (First) (Middle) <u>C/O KOHLBERG & CO., L.L.C.</u> <u>111 RADIO CIRCLE</u> (Street) <u>MT. KISCO NY 10549</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Kohlberg Capital CORP [KCAP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2008</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	05/08/2008		X		63,263	A	\$9.2666	822,427	D	
Common Stock								300,000	I	By KKAT Acquisition Company III, LLC ⁽¹⁾
Common Stock								210,000	I	By KKAT Acquisition Company IV, LLC ⁽²⁾
Common Stock								221,333	I	By KKAT Acquisition Company V, LLC ⁽³⁾
Common Stock								300,000	I	By KKAT Acquisition Company VII, LLC ⁽⁴⁾
Common Stock								226,667	I	By KKAT Acquisition Company VIII, LLC ⁽⁵⁾
Common Stock								264,493	I	By KAT Associates, LLC ⁽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						Title
Subscription Rights ⁽⁷⁾	\$9.2666	05/08/2008		X		63,263		03/31/2008	04/28/2008	Common Stock	63,263	\$0	0	D	

Explanation of Responses:

- Represents shares owned by KKAT Acquisition Company III, LLC. Certain of these shares may be deemed to be beneficially owned by Mr. Kohlberg, who is a member of KKAT Acquisition Company III, LLC. Mr. Kohlberg disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- Represents shares owned by KKAT Acquisition Company IV, LLC. Certain of these shares may be deemed to be beneficially owned by Mr. Kohlberg, who is a member of KKAT Acquisition Company IV, LLC. Mr. Kohlberg disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- Represents shares owned by KKAT Acquisition Company V, LLC. Certain of these shares may be deemed to be beneficially owned by Mr. Kohlberg, who is a member of KKAT Acquisition Company V, LLC.

Mr. Kohlberg disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

4. Represents shares owned by KKAT Acquisition Company VII, LLC. Certain of these shares may be deemed to be beneficially owned by Mr. Kohlberg, who is a member of KKAT Acquisition Company VII, LLC. Mr. Kohlberg disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

5. Represents shares owned by KKAT Acquisition Company VIII, LLC. Certain of these shares may be deemed to be beneficially owned by Mr. Kohlberg, who is a member of KKAT Acquisition Company VIII, LLC. Mr. Kohlberg disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

6. Represents shares owned by KAT Associates, LLC. Mr. Kohlberg is a beneficiary under certain trusts that are members of KAT Associates, LLC. Mr. Kohlberg disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

7. Rights received as part of a pro-rata distribution to stockholders.

/s/ James A. Kohlberg

05/12/2008

** 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.