

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**KOHLBERG CAPITAL CORPORATION**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation)

20-5951150  
(IRS Employer  
Identification No.)

295 MADISON AVENUE, 6TH FLOOR, NEW YORK, NY  
(Address of Principal Executive Offices)

10017  
(Zip Code)

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**2008 Non-Employee Director Plan**  
(Full title of the Plan)

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Dayl W. Pearson  
Kohlberg Capital Corporation  
295 Madison Avenue, 6th Floor  
New York, NY 10017  
(name and address of agent for service)

(212) 455-8300  
(Telephone number, including area code, of agent for service)

*Copy to:*  
Craig E. Marcus, Esq.  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199  
617-951-7000  
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Explanatory Statement

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-152364 (the "Registration Statement"), is being filed to deregister certain shares of common stock, par value \$0.01 per share ("Common Stock"), of Kohlberg Capital Corporation (the "Registrant") that were registered for issuance pursuant to the 2008 Non-Employee Director Plan. The Registration Statement registered 75,000 shares of Common Stock for issuance pursuant to the 2008 Non-Employee Director Plan. The Registration Statement is hereby amended to deregister the remaining unissued shares of the Common Stock registered under the Registration Statement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Registration Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 27th day of July, 2011

### KOHLBERG CAPITAL CORPORATION

By: /s/ Dayl W. Pearson

Name: Dayl W. Pearson

Title: President and Chief Executive Officer

\* \* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Dayl W. Pearson</u> <b>Dayl W. Pearson</b>	President, Chief Executive Officer (Principal Executive Officer) and Director	July 27, 2011
<u>/s/ Michael I. Wirth</u> <b>Michael I. Wirth</b>	Chief Financial Officer, Secretary and Treasurer (Principal Financial and Accounting Officer)	July 27, 2011
<u>/s/ Christopher Lacovara*</u> <b>Christopher Lacovara</b>	Director	July 27, 2011
<u>/s/ Samuel P. Frieder*</u> <b>Samuel P. Frieder</b>	Director	July 27, 2011
<u>/s/ Gary Cademartori*</u> <b>Gary Cademartori</b>	Director	July 27, 2011
<u>/s/ C. Michael Jacobi*</u> <b>C. Michael Jacobi</b>	Director	July 27, 2011
<u>/s/ Albert Pastino*</u> <b>Albert Pastino</b>	Director	July 27, 2011
<u>/s/ C. Turney Stevens*</u> <b>C. Turney Stevens</b>	Director	July 27, 2011

\*By: /s/ Michael I. Wirth  
Michael I. Wirth  
Attorney-in-Fact

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**EXHIBIT INDEX**

- 24.1 Power of Attorney (incorporated herein by reference to Exhibit 24.1 of the Registrant's Form S-8 (Registration No. 333-152364) filed on July 16, 2008).