SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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

	or Sect	ION 30(N) OT 1	the Investment Company Act of 194	10 				
1. Name and Address of Reporting Person*       2. Date of Event Requiring Statement (Month/Day/Year)         1. Name and Address of Reporting Person*       12/11/2006		ment	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Kohlberg Capital CORP</u> [ KCAP ]					
(Last) (First) (Middle) C/O KOHLBERG & CO., L.L.C. 111 RADIO CIRCLE			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)         X       Director       X       10% Owner         X       Officer (give title below)       Other (specify below)			<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> </ul>		
(Street) MT. KISCO NY 10549	_		Vice President	t	X		y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Deriv         1. Title of Security (Instr. 4)			eneficially Owned (Instr. 4)	3. Ownership		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			759,164	D				
Common Stock			300,000	I By k LLC		KKAT Acquisition Company III,		
Common Stock			210,000	I By KH LLC <sup>(2)</sup>		KAT Acquisition Company IV,		
Common Stock			221,333	Ι	I By KKAT Acquis		ition Company V,	
Common Stock			300,000	Ι	By KKAT Acquisition Company VII, LLC <sup>(4)</sup>			
Common Stock			226,667	Ι		By KKAT Acquisition Company VIII LLC <sup>(5)</sup>		
Common Stock			264,493	Ι	By K	AT Associates, LLC <sup>(6)</sup>		
			e Securities Beneficially O nts, options, convertible s		s)			
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/)	ate	3. Title and Amount of Securitie Underlying Derivative Security		4. Conversion or Exercise	xercise Form: e of Direct (D) vative or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security			
Option to purchase common stock	12/11/2007 <sup>(7)</sup>	12/11/2016	Common Stock	5,000	15	D		

Explanation of Responses:

1. Represents shares owned by KKAT Acquisition Company III, LLC. Mr. Kohlberg is the Managing Member of KKAT Acquisition Company III, LLC and, as such, may be deemed to have voting and dispositive power with respect to the shares owned by KKAT Acquisition Company III, LLC. In addition, Mr. Kohlberg is a beneficiary under certain trusts that are members of KKAT Acquisition Company III, LLC. Mr. Kohlberg disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

2. Represents shares owned by KKAT Acquisition Company IV, LLC. Mr. Kohlberg is the Managing Member of KKAT Acquisition Company IV, LLC and, as such, may be deemed to have voting and dispositive power with respect to the shares owned by KKAT Acquisition Company IV, LLC. In addition, Mr. Kohlberg is a beneficiary under certain trusts that are members of KKAT Acquisition Company IV, LLC. Mr. Kohlberg disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

3. Represents shares owned by KKAT Acquisition Company V, LLC. Mr. Kohlberg is the Managing Member of KKAT Acquisition Company V, LLC and, as such, may be deemed to have voting and dispositive power with respect to the shares owned by KKAT Acquisition Company V, LLC. In addition, Mr. Kohlberg is a beneficiary under certain trusts that are members 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. Mr. Kohlberg is the Managing Member of KKAT Acquisition Company VII, LLC and, as such, may be deemed to have voting and dispositive power with respect to the shares owned by KKAT Acquisition Company VII, LLC. In addition, Mr. Kohlberg is a beneficiary under certain trusts that are members 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. Mr. Kohlberg is the Managing Member of KKAT Acquisition Company VIII, LLC and, as such, may be deemed to have voting and dispositive power with respect to the shares owned by KKAT Acquisition Company VIII, LLC. In addition, Mr. Kohlberg is a beneficiary under certain trusts that are members of KKAT Acquisition Company VIII, LLC. Mr. Kohlberg is a beneficiary under certain trusts that are members 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. The option to purchase common stock vests 50% each year on the anniversary of the option grant date. Thus 50% will vest on December 11, 2007 and an additional 50% will vest on December 11, 2008.

## /s/ James A. Kohlberg

12/11/2006

\*\* 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 5 (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.