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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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								

		2. Issuer Name and Ticker or Trading Symbol <u>KCAP Financial, Inc.</u> [KCAP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) 65 CENTRAL PARK W	(Middle) EST, PH-G	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2015		Officer (give title below)	Other (specify below)			
(Street) NEW YORK NY 10023 (City) (State) (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		Disposed Of			5. Amount of Securities Beneficially Owned Following Benorted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
05/21/2015		A		1,000 ⁽¹⁾	Α	\$ <mark>0</mark>	581,134	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2006 2006 2006 2007 2007 2007 2007 2007	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 20 Code (Instr. 8) Code (V	2. Transaction 2A. Deemed 3. 4. Securities Date Execution Date, Transaction Disposed Of (Month/Day/Year) (Month/Day/Year) 7. 5. Code V Amount	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired Disposed Of (D) (Instr. 5) Code V Amount (A) or (D)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2. Transaction Code (Instr. 0. 0. 2. Transaction Code (Instr. 0. 0. 2. Transaction Code (Instr. 0. 0. 2. Transaction (Month/Day/Year) 0. 0. 2. Transaction Code (Instr. 0. 0. 2. Transaction (Month/Day/Year) 0. 0. 3. Transaction (Month/Day/Year) 0. 0. 3. Transaction (Month/Day/Year) 0. 0. 3. Transaction (Month/Day/Year) <td>2. Transaction 2A. Deemed 3. Transaction 5. Amount of Date if any Transaction Date 0. Disposed Of (D) (Instr. 3, 4 and 5. (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) 1. 1. Securities Acquired (A) or Securities Beneficially Owned Following Code V Amount (A) or Price Price Instrumentary Instrumentary Instrumentary Instrumentary Instrumentary Instrumentary Instrumentary 0 V Amount (A) or Price Instrumentary</td> <td>2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 4) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>	2. Transaction 2A. Deemed 3. Transaction 5. Amount of Date if any Transaction Date 0. Disposed Of (D) (Instr. 3, 4 and 5. (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) 1. 1. Securities Acquired (A) or Securities Beneficially Owned Following Code V Amount (A) or Price Price Instrumentary Instrumentary Instrumentary Instrumentary Instrumentary Instrumentary Instrumentary 0 V Amount (A) or Price Instrumentary	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 4) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed	Expiration Date (Month/Day/Year) d		and 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	Amount or Number of Shares				

Explanation of Responses:

1. Shares of restricted stock granted to the reporting person pursuant to the Company's Amended and Restated Non-Employee Director Plan. Of these shares, 50% vested immediately on the grant date, and the remaining 50% will vest on the earlier of (i) the first anniversary of the grant date or (ii) the date immediately preceding the 2016 annual meeting of the Company's shareholders (or meeting in lieu of the Company's annual meeting of shareholders), and in certain other circumstances.

<u>/s/ Edward U. Gilpin, as</u>	
<u>attorney-in-fact</u>	

07/10/2015

** 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.