

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

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) or 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**KCAP Financial, Inc.**  
(Exact name of registrant as specified in its charter)

Delaware  
(Jurisdiction of Incorporation  
or Organization)

20-5951150  
(IRS Employer  
Identification No.)

295 Madison Avenue, New York, New York  
(Address of principal executive offices)

10017  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class to be so registered**

**Name of each exchange on which each class is to be registered**

7.375% Senior Notes due 2019

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form relates: 333-183032 and 333-184293

Securities to be registered pursuant to Section 12(g) of the Act: **None**

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

The description of the 7.375% Senior Notes due 2019 contained in the section entitled "Description of the Notes" in the Prospectus, dated October 4, 2012, that was filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on October 5, 2012, is incorporated by reference herein.

### Item 2. Exhibits.

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

<b>Number</b>	<b>Exhibit</b>
4.1	Form of Indenture between the Registrant and U.S. Bank National Association (Incorporated by reference to Exhibit (d)(3) to the Registrant's Registration Statement on Form N-2 (File No. 333-183032), filed on October 3, 2012).
4.2	Form of First Supplemental Indenture between the Registrant and U.S. Bank National Association (Incorporated by reference to Exhibit (d)(5) to the Registrant's Registration Statement on Form N-2 (File No. 333-183032), filed on October 3, 2012).
4.3	Form of 7.375% Senior Note due 2019 (Incorporated by reference to Exhibit (d)(6) to the Registrant's Registration Statement on Form N-2 (File No. 333-183032), filed on October 3, 2012).

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 12, 2012

**KCAP Financial, Inc.**

By: /s/ Edward U. Gilpin  
Edward U. Gilpin  
Chief Financial Officer

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## EXHIBIT INDEX

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