

**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>DC Funding SPV 2, L.L.C.</u>  (Last) (First) (Middle) 1166 AVENUE OF THE AMERICAS NINTH FLOOR  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Stellus Capital Investment Corp [ SCM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Footnotes 1 and 2
	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2013	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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, par value \$0.001 per share	08/27/2013		s		11,189	D	\$14.8787	1,929,291	D <sup>(1)(2)</sup>	

**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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
DC Funding SPV 2, L.L.C.  
 (Last) (First) (Middle)  
 1166 AVENUE OF THE AMERICAS  
 NINTH FLOOR  
 (Street)  
 NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
D. E. Shaw Direct Capital, L.L.C.  
 (Last) (First) (Middle)  
 1166 AVENUE OF THE AMERICAS  
 NINTH FLOOR  
 (Street)  
 NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
D. E. SHAW & CO, L.P.  
 (Last) (First) (Middle)  
 1166 AVENUE OF THE AMERICAS

NINTH FLOOR

(Street)  
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

SHAW DAVID E

(Last) (First) (Middle)  
120 WEST FORTY FIFTH STREET

(Street)  
NEW YORK NY 10036

(City) (State) (Zip)

**Explanation of Responses:**

1. The securities reported in this Form 4 are directly held by DC Funding SPV 2, L.L.C. ("SPV 2"). D. E. Shaw Direct Capital, L.L.C. ("DESDC"), as manager of SPV 2; D. E. Shaw & Co., L.P. ("DESCO LP"), as managing member of DESDC; and Mr. David E. Shaw ("David E. Shaw") (as president and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP) may be deemed to be the beneficial owners of the securities reported in this Form 4 for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934.

2. In accordance with instruction 4(b)(iv), the entire number of shares of Common Stock of the Issuer that may be deemed to be beneficially owned by SPV 2, DESDC, DESCO LP, and David E Shaw is reported herein. Each of DESDC, DESCO LP, and David E Shaw disclaims any beneficial ownership of any security listed in this Form 4, except to the extent of any pecuniary interest therein.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Nathan Thomas, Authorized  
Signatory, DC Funding SPV 2, 08/29/2013  
L.L.C.

/s/ Nathan Thomas, Chief  
Compliance Officer, D. E. 08/29/2013  
Shaw Direct Capital, L.L.C.

/s/ Nathan Thomas, Chief  
Compliance Officer, D. E. 08/29/2013  
Shaw & Co., L.P.

/s/ Nathan Thomas, Attorney-  
in-Fact for David E. Shaw 08/29/2013

\*\* 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.

POWER OF ATTORNEY  
FOR CERTAIN REGULATORY FILINGS  
INCLUDING CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AND THE INVESTMENT ADVISERS ACT OF 1940

I, David E. Shaw, hereby make, constitute, and appoint each of:

Anne Dinning,  
Julius Gaudio,  
John Liftin,  
Louis Salkind,  
Maximilian Stone,  
Nathan Thomas, and  
Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, (i) executing in my name and/or my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner of D. E. Shaw & Co., L.P. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities) all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with any registration or regulatory disclosure requirements and/or ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Form ADV, Forms 3, 4, 5, and 13F, and Schedules 13D and 13G required to be filed with the United States Securities and Exchange Commission, and (ii) delivering, furnishing, or filing any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on December 15, 2011, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: June 22, 2012

DAVID E. SHAW, as President of  
D. E. Shaw & Co., Inc.

/s/ David E. Shaw  
New York, New York

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