

Stellus Capital Investment Corp
Form SC 13G
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Stellus Capital Investment Corporation

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

858568108

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 858568108

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. DC Funding SPV 2, L.L.C.

45-2958319

- Check the Appropriate Box**
2. **if a Member of a Group (See
Instructions)**

(a)

(b)

..

SEC Use Only

- 3.

**Citizenship or Place of
Organization**

4. Delaware

**Number
of**

Shares

**Beneficially
Owned** Sole Voting Power

**Owned
by** 5.

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

1,943,943

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.1,943,943

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
1,943,943

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
10. Instructions) "**

**Percent of Class
Represented by Amount in
Row (9)**

11.
18.0%

**Type of Reporting Person
(See Instructions)**

12.
OO

CUSIP No. 858568108

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw Direct Capital,
L.L.C.

26-2474928

- Check the Appropriate Box**
2. **if a Member of a Group (See
Instructions)**

(a)

(b)

..

SEC Use Only

- 3.

**Citizenship or Place of
Organization**

4. Delaware

**Number
of**

Shares

**Beneficially
Owned** **Sole Voting Power**

**Owned
by**

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

1,943,943

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.1,943,943

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
1,943,943

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
10. Instructions) "**

**Percent of Class
Represented by Amount in
Row (9)**

11.
18.0%

**Type of Reporting Person
12. (See Instructions)**

OO

CUSIP No. 858568108

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw & Co., L.P.

13-3695715

- Check the Appropriate Box**
2. **if a Member of a Group (See
Instructions)**

(a)

(b)

..

SEC Use Only

- 3.

**Citizenship or Place of
Organization**

4. Delaware

**Number
of**

Shares

Beneficially
Sole Voting Power

Owned
by

Each -0-

Reporting

Person
With

6. Shared Voting Power

1,943,943

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.1,943,943

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
1,943,943

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
10. Instructions) "**

**Percent of Class
Represented by Amount in
Row (9)**

11.
18.0%

**Type of Reporting Person
(See Instructions)**

12.
IA, PN

CUSIP No. 858568108

Names of Reporting Persons

**1. I.R.S. Identification Nos. of
above persons (entities only)**

David E. Shaw

**2. Check the Appropriate Box
if a Member of a Group (See
Instructions)**

(a)

(b)

..

3. SEC Use Only

**Citizenship or Place of
Organization**

4. United States

**Number
of**

Shares

**Beneficially
Owned** Sole Voting Power

**Owned
by**

Each -0-

Reporting

**Person
With**

Shared Voting Power

6,194,943

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.1,943,943

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
1,943,943

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
10. Instructions) "**

**Percent of Class
Represented by Amount in
Row (9)**

11.
18.0%

**Type of Reporting Person
(See Instructions)**

12.
IN

Item 1.

(a) Name of Issuer

Stellus Capital Investment Corporation

(b) Address of Issuer's Principal Executive Offices

10000 Memorial Drive, Suite 500

Houston, TX 77024

Item 2.

(a) Name of Person Filing

DC Funding SPV 2, L.L.C.

D. E. Shaw Direct Capital, L.L.C.

D. E. Shaw & Co., L.P.

David E. Shaw

(b) Address of Principal Business Office or, if none, Residence

The business address for each reporting person is:

1166 Avenue of the Americas, 9th Floor

New York, NY 10036

(c) Citizenship

DC Funding SPV 2, L.L.C. is a limited liability company organized under the laws of the state of Delaware.

D. E. Shaw Direct Capital, L.L.C. is a limited liability company organized under the laws of the state of Delaware.

D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.

David E. Shaw is a citizen of the United States of America.

(d) Title of Class of Securities

Common Stock, \$0.001 par value

(e) CUSIP Number

858568108

If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Item 3.

Not Applicable

Item 4. Ownership

As of December 31, 2012:

(a) Amount beneficially owned:

DC Funding SPV 2, L.L.C.: 1,943,943 shares

D. E. Shaw Direct Capital, L.L.C. 1,943,943 shares

This is composed of 1,943,943 shares in the name of DC Funding SPV 2, L.L.C.

D. E. Shaw & Co., L.P.: 1,943,943 shares

This is composed of 1,943,943 shares in the name of DC Funding SPV 2, L.L.C.

David E. Shaw: 1,943,943 shares

This is composed of 1,943,943 shares in the name of DC Funding SPV 2, L.L.C.

(b) Percent of class:

DC Funding SPV 2, L.L.C.: 18.0%

D. E. Shaw Direct Capital, L.L.C.: 18.0%

D. E. Shaw & Co., L.P.: 18.0%

David E. Shaw: 18.0%

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:

DC Funding SPV 2, L.L.C.: -0- shares

D. E. Shaw Direct Capital, L.L.C.: -0- shares

D. E. Shaw & Co., L.P.: -0- shares

David E. Shaw: -0- shares

- (ii) Shared power to vote or to direct the vote:
- | | |
|------------------------------------|------------------|
| DC Funding SPV 2, L.L.C.: | 1,943,943 shares |
| D. E. Shaw Direct Capital, L.L.C.: | 1,943,943 shares |
| D. E. Shaw & Co., L.P.: | 1,943,943 shares |
| David E. Shaw: | 1,943,943 shares |
- (iii) Sole power to dispose or to direct the disposition of:
- | | |
|------------------------------------|------------|
| DC Funding SPV 2, L.L.C.: | -0- shares |
| D. E. Shaw Direct Capital, L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.P.: | -0- shares |
| David E. Shaw: | -0- shares |
- (iv) Shared power to dispose or to direct the disposition of:
- | | |
|------------------------------------|------------------|
| DC Funding SPV 2, L.L.C.: | 1,943,943 shares |
| D. E. Shaw Direct Capital, L.L.C.: | 1,943,943 shares |
| D. E. Shaw & Co., L.P.: | 1,943,943 shares |
| David E. Shaw: | 1,943,943 shares |

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the managing member of D. E. Shaw Direct Capital, L.L.C., which in turn is the manager of DC Funding SPV 2, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, the 1,943,943 shares as described above constituting 18.0% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 1,943,943 shares.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below, each of DC Funding SPV 2, L.L.C., D. E. Shaw Direct Capital, L.L.C., D. E. Shaw & Co., L.P., and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. A Power of Attorney, dated June 22, 2012, granted by David E. Shaw in favor of Nathan Thomas, is attached hereto.

Dated: February 14, 2013

DC Funding SPV 2,
L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Authorized Signatory

D. E. Shaw Direct Capital,
L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas
Nathan Thomas
Attorney-in-Fact for David E. Shaw