

GLADSTONE CAPITAL CORP
Form SC 13G/A
February 27, 2008

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

OMB APPROVAL
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SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

Gladstone Capital Corporation

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

376535100

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this 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. 376535100

- | | | |
|---|---|-------------------------------------|
| 1. | Names of Reporting Persons
David Gladstone | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
United States | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
1,016,558 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
1,016,558 |
| | 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,016,558 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
4.8%* | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

* This percentage is calculated based upon 21,087,574 shares of the Issuer's common stock outstanding as of February 26, 2008. As of December 31, 2007, the Reporting Person's ownership percentage was 5.8%, based upon 17,637,574 shares of the Issuer's common stock then outstanding as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, filed with the Securities and Exchange Commission on February 5, 2008. The Reporting Person's ownership has been diluted by an intervening public offering of 3,450,000 shares subsequent to December 31, 2007.

Item 1.

- (a) Name of Issuer
Gladstone Capital Corporation
- (b) Address of Issuer's Principal Executive Offices
1521 Westbranch Drive, Suite 200

McLean, VA 22102

Item 2.

- (a) Name of Person Filing
David Gladstone
- (b) Address of Principal Business Office or, if none, Residence
1521 Westbranch Drive, Suite 200

McLean, VA 22102
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock, \$0.001 par value per share
- (e) CUSIP Number
376535100

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not Applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

1,016,558
- (b) Percent of class:

4.8%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

1,016,558

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	(ii)	Shared power to vote or to direct the vote
		0
(iii)		Sole power to dispose or to direct the disposition of
		1,016,558
	(iv)	Shared power to dispose or to direct the disposition of
		0

* This percentage is calculated based upon 21,087,574 shares of the Issuer's common stock outstanding as of February 26, 2008. As of December 31, 2007, the Reporting Person's ownership percentage was 5.8%, based upon 17,637,574 shares of the Issuer's common stock then outstanding as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, filed with the Securities and Exchange Commission on February 5, 2008. The Reporting Person's ownership has been diluted by an intervening public offering of 3,450,000 shares subsequent to December 31, 2007.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 26, 2008

/s/ David Gladstone
David Gladstone
Chairman and Chief Executive Officer
Gladstone Capital Corporation