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

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FORM 8-A

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

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**Great Elm Capital Corp.**

(Exact name of registrant as specified in its charter)

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**Maryland**

(State or other jurisdiction of incorporation or organization)

**81-2621577**

(I.R.S. Employer Identification No.)

**800 South Street, Suite 230**

**Waltham, Massachusetts**

(Address of principal executive offices)

**02453**

(Zip Code)

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

Title of each class

to be so registered

**8.75% Notes due 2028**

Name of exchange on which

each class is to be registered

**The Nasdaq Stock Market LLC**

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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) or (e), 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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates: Registration No. 333-272790**

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

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**Item 1. Description of Registrant’s Securities to be Registered.**

The securities to be registered hereunder are 8.75% notes due 2028 (the “Notes”) of Great Elm Capital Corp. (the “Company”). The description of the Notes contained in the section entitled “Description of the Notes” in the Prospectus, dated August 8, 2023, included in the Company’s Registration Statement on Form N-2 (File No. 333-272790) initially filed with the Securities and Exchange Commission on June 16, 2023 (as amended from time to time, the “Registration Statement”), is hereby incorporated by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein. The Notes are expected to be listed on The Nasdaq Global Market under the trading symbol “GECCZ,” and to trade thereon within 30 days from the original issue date.

**Item 2. Exhibits.**

- (a) Amended and Restated Articles of Incorporation of the Company (incorporated by reference to [Exhibit 3.1](#) to the Form 8-K (File No. 814-01211) filed on November 7, 2016)
  - (a)(1) Amendment to Amended and Restated Articles of Incorporation of the Company (incorporated by reference to [Exhibit 3.1](#) to the Form 8-K (File No. 814-01211) filed on March 2, 2022)
  - (b) Bylaws of the Company (incorporated by reference to [Exhibit 2](#) to the Registration Statement on Form N-14 (File No. 333-212817) filed on August 1, 2016)
  - (c) Indenture, dated as of September 18, 2017, between the Company and American Stock Transfer & Trust Company, LLC, as trustee (incorporated by reference to [Exhibit 4.1](#) to the Form 8-K/A (File No. 814-01211) filed on September 21, 2017)
  - (d) Fifth Supplemental Indenture, dated as of August 16, 2023, relating to the 8.75% Notes due 2028, between the Company and Equiniti Trust Company, LLC (f/k/a American Stock Transfer & Trust Company, LLC), as trustee (incorporated by reference to [Exhibit 4.1](#) to the Form 8-K (File No. 814-01211) filed on August 16, 2023)
  - (e) 8.75% Note due 2028 (incorporated by reference to [Exhibit 4.2](#) to the Form 8-K (File No. 814-01211) filed on August 16, 2023)
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**SIGNATURE**

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

**GREAT ELM CAPITAL CORP.**  
(Registrant)

Date: August 16, 2023

By: /s/ Keri A. Davis

Name: Keri A. Davis

Title: Chief Financial Officer

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