

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

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**FORM 8-K**

Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

June 5, 2012

**GSV CAPITAL CORP.**

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(Exact name of registrant as specified in its charter)

Maryland

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(State or other jurisdiction  
of incorporation)

1-35156

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(Commission File Number)

27-4443543

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

**2965 Woodside Road  
Woodside, CA 94062**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(650) 206-2965**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

GSV Capital Corp. (the “*Company*”) held its Annual Meeting of Stockholders on June 5, 2012 and submitted two matters to the vote of the stockholders. A summary of the matters voted upon by shareholders is set forth below.

1. Stockholders elected two nominees for directors, each to serve for a three-year term to expire at the 2015 Annual Meeting of Stockholders, based on the following votes:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Michael T. Moe	1,138,216	551,182	8,643,833
Mark W. Flynn	1,570,493	118,905	8,643,833

2. Stockholders ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2012, based on the following votes:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
9,969,368	276,199	87,664	—

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 7, 2012

GSV CAPITAL CORP.

By: /s/ Stephen D. Bard  
Stephen D. Bard  
Chief Financial Officer, Chief Compliance Officer, Treasurer and  
Corporate Secretary

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