

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

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):

September 12, 2013

GSV CAPITAL CORP.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-35156
(Commission File Number)

27-4443543
(I.R.S. Employer Identification No.)

2925 Woodside Road
Woodside, CA 94062
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(650) 235-4769**

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 8.01 Other Events.

On September 12, 2013, GSV Capital Corp. issued a press release, the text of which is included as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press release dated September 12, 2013 |

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: September 12, 2013

GSV CAPITAL CORP.

By: /s/ Stephen D. Bard

Stephen D. Bard

Chief Financial Officer, Chief Compliance
Officer, Treasurer and Corporate Secretary



GSV Capital Announces Pricing of \$60 Million of 5.25% Convertible Senior Notes Due 2018

Woodside, CA – September 12, 2013 (GLOBE NEWSWIRE) – GSV Capital Corp., “GSV”, (Nasdaq: GSVC) today announced the pricing of \$60 million in aggregate principal amount of 5.25% Convertible Senior Notes Due 2018 (the "Notes"). GSV has also granted the initial purchasers of the Notes an option to purchase up to an additional \$9.0 million in aggregate principal amount of the Notes to cover over-allotments, if any. The closing of the offering is subject to customary closing conditions and is expected to take place on September 17, 2013.

The Notes will be convertible into shares of GSV's common stock based on an initial conversion rate of 61.5091 shares of GSV's common stock per \$1,000 principal amount of Notes, which is equivalent to an initial conversion price of approximately \$16.26 per share of common stock, representing an approximately 32.5% conversion premium over the last reported sale price of GSV's common stock on September 11, 2013, which was \$12.27 per share. The conversion price for the Notes will be reduced or adjusted for, among other things, annual cash dividends paid to common shares.

Interest on the Notes will be payable semiannually in arrears on March 15 and September 15 of each year, beginning March 15, 2014. The Notes will mature on September 15, 2018, unless previously converted in accordance with their terms.

GSV expects to use approximately \$9.5 million of the net proceeds of this offering to acquire government securities to be pledged for the exclusive benefit of the holders of the Notes, and intends to use the remainder of the net proceeds for general corporate purposes, which include investing in portfolio companies in accordance with its investment objective and strategies, and to pay operating and other expenses.

The Notes and the shares of common stock underlying the Notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any applicable state securities laws. The Notes will be offered only to qualified institutional buyers, as defined in Rule 144A under the Securities Act, pursuant to Rule 144A promulgated under the Securities Act. Unless so registered, the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sale of these securities, in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state.

About GSV Capital Corp.

GSV Capital Corp. (Nasdaq:GSVC) is a publicly traded investment fund that seeks to invest in high-growth, venture-backed private companies. Led by industry veteran Michael Moe, the fund's objective is to create a portfolio of high-growth emerging private companies via a repeatable and disciplined investment approach, as well as to provide investors with access to such companies through its publicly traded common stock. GSV Capital is headquartered in Woodside, CA.

Contact

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