

**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):

June 7, 2012 (June 5, 2012)

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.)

**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))
-

Item 7.01 Regulation FD Disclosure.

In connection with its Annual Stockholder Meeting held on June 5, 2012, GSV Capital Corp. (the "Company") made a presentation to its stockholders. An updated copy of the slides that were used during the presentation to its stockholders, a copy of which is included as Exhibit 99.1 to this Form 8-K, has been posted on the Company's website.

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	GSV Capital Corp. Stockholder Presentation

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



Annual Shareholder Meeting

Michael Moe, CEO
June 5, 2012



Forward-Looking Statements

This presentation contains forward looking statements that involve substantial risks and uncertainties. All forward-looking statements included in this presentation are made only as of the date hereof and are subject to change without notice. Actual outcomes and results could differ materially from those suggested by this presentation due to the impact of many factors beyond the control of GSV Capital Corp. ("GSVC"), including those listed in the "Risk Factors" section of our filings with the Securities and Exchange Commission ("SEC"). Any such forward-looking statements are made pursuant to the safe harbor provisions available under applicable securities laws and GSVC assumes no obligation to update or revise any such forward-looking statements unless required by law.

Certain information discussed in this presentation (including information relating to portfolio companies) was derived from third party sources and has not been independently verified and, accordingly, GSVC makes no representation or warranty in respect of this information.

The following slides contain summaries of certain financial and statistical information about GSVC. The information contained in this presentation is summary information that is intended to be considered in the context of our SEC filings and other public announcements that we may make, by press release or otherwise, from time to time. We undertake no duty or obligation to publicly update or revise the information contained in this presentation unless required by law. In addition, information related to past performance, while helpful as an evaluative tool, is not necessarily indicative of future results, the achievement of which cannot be assured. You should not view the past performance of GSVC or any of its portfolio companies, or information about the market, as indicative of GSVC's or any of its portfolio companies' future results. The performance data stated herein may have been due to extraordinary market conditions, which may not be duplicated in the future. Current performance may be lower or higher than the performance data quoted. This presentation does not constitute an offer to sell or the solicitation of an offer to buy any securities of GSVC.



GSVC Summary

Liquid, publicly-traded security for investors to participate in pre-IPO value creation

Diversified portfolio of leading high-growth VC-backed companies

Capitalizing on favorable dynamics for private company investing – disruptive technologies and longer time to liquidity

Disciplined investment approach and demonstrated access to attractive pre-IPO opportunities

Accomplished management team with relevant investing experience

Past 12 Months...

Fast Facts

- Completed IPO in April 2011 with an innovative public security to invest in the fastest growing private companies in the world
- GSVC provides access for public investors as well as liquidity and capital for private companies
- Raised nearly \$300 million of gross proceeds in 4 offerings and have invested in 32 companies including world class growth companies such as Twitter, Facebook, Dropbox, Bloom Energy, etc.
- NAV of \$13.47 per share as of 3/31/12 and subsequently did an accretive follow-on offering of 6,900,000 shares at \$16.25 per share, raising \$105 million net
- Cash of approximately \$120.0 million, \$6.20 per share as of June 5, 2012
- Continue to remain disciplined on core principles – the 4 Ps, people, product, potential and predictability and invest in the fastest growing private companies in the marketplace

Investment Portfolio

GSVC has made \$150mm of investments in 32 companies since the IPO

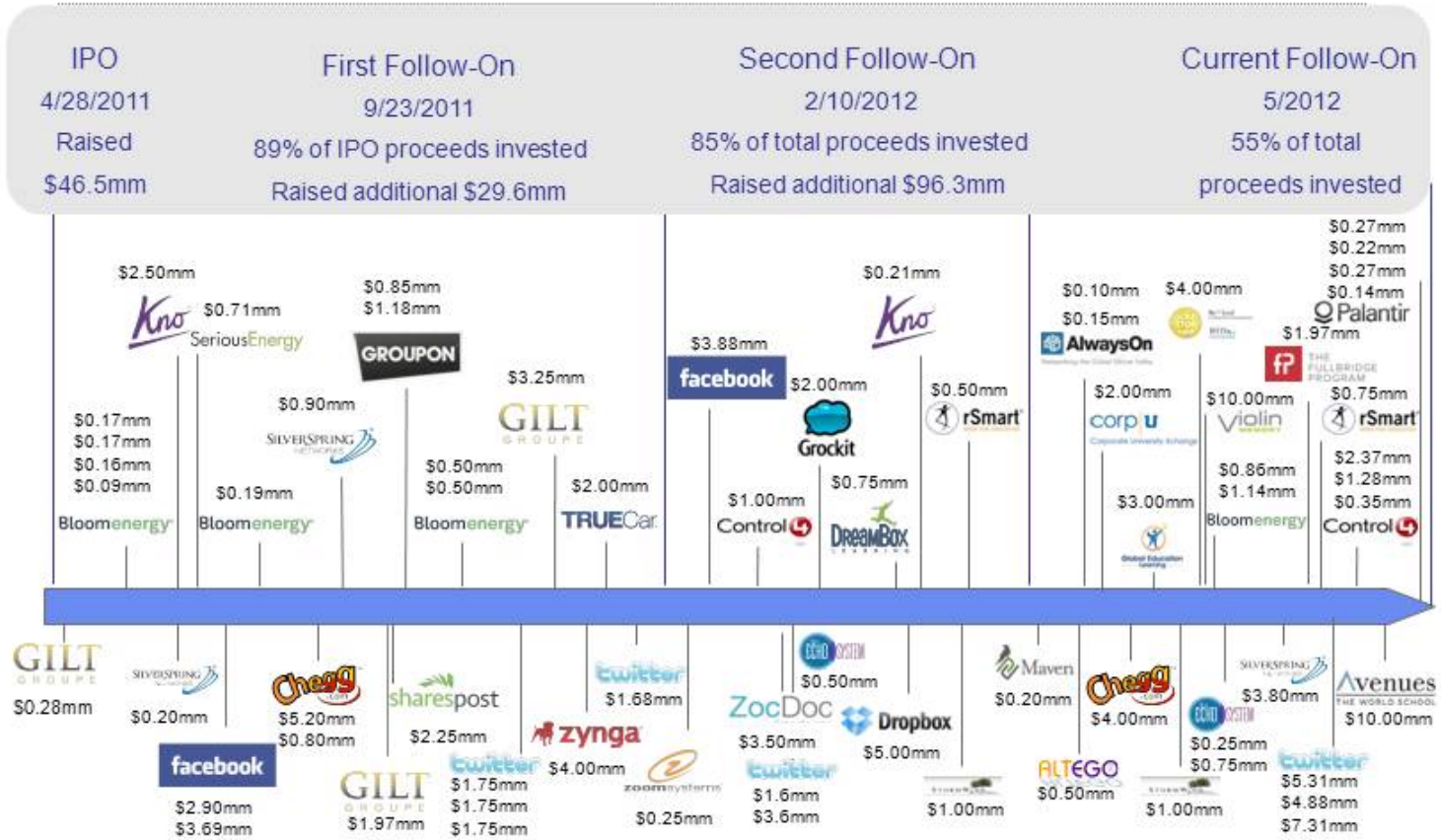
 ALTEGO (\$0.7mm)	 AlwaysOn Networking the Global Silicon Valley (\$0.25mm)	 Avenues THE WORLD SCHOOL (\$10.0mm)	 BIDx (\$4.0mm)	 Bloomenergy (\$3.8mm)	 Chegg (\$10.0mm)
 Control (\$5.0mm)	 corpU Corporate University Exchange (\$2.0mm)	 DreamBox LEARNING (\$0.75mm)	 Dropbox (\$11.9mm)	 ECHO SYSTEM (\$1.5mm)	 facebook (\$10.5mm)
 THE FULLBRIDGE PROGRAM (\$2.2mm)	 GILT GROUPE (\$5.5mm)	 Global Education Learning (\$3.0mm)	 Grokit (\$2.0mm)	 Groupon (\$2.0mm)	
 Kno (\$2.5mm)	 Maven (\$0.2mm)	 NestGSV (\$1.0mm)	 Palantir (\$4.2mm)	 rSmart OPEN FOR EDUCATION (\$1.3mm)	
 SeriousEnergy (\$0.7mm)	 sharespost (\$2.3mm)	 SILVERSPRING NETWORKS (\$4.9mm)	 STORMWIND (\$2.0mm)	 TRUECar (\$2.0mm)	
 twitter (\$31.5mm)	 violin MEMORY (\$14.8mm)	 ZocDoc Get well sooner. (\$3.5mm)	 zoomsystems (\$0.3mm)	 zynga (\$4.0mm) ⁽¹⁾	



Note: Investments are shown at fair value as of March 31, 2012 for those investments held as of March 31, 2012. For those investments acquired subsequent to March 31, 2012, our board of directors has not yet determined their fair value and such investments are included at purchase cost on the acquisition date exclusive of transaction fees and costs

(1) Structured note




Investment Timeline



Note: Investments are shown at cost excluding transaction costs and fees.

GSVC's Investing Ecosystem







Advisory Board

Scott Bedford	
Todd Bradley	 
Bill Campbell	 
Bob Grady	 
Marc Mazur	
Dave Crowder	



Michael Moe, CFA
Stephen Bard, CFA
Paul Lapping
Luben Pampoulov
Matthew Hanson, CFA

Board of Directors

Mark Flynn	
Mark Klein	
Michael Moe	
Leonard Potter	 
David Spreng	



GSVC: Connecting Investors With Opportunity

Growth Investors

Retail

- Non-accredited investors cannot access the private market
- Accredited investors must manage the complexity of the private market

Institutional

- May be prohibited by charter
 - Private companies
 - "Large cap" growth
- Need company approval
- Not set up to deal with complexity of private equity investments

Hedge Funds

- Difficult to obtain company approval



GSV
Capital

- ✓ Liquidity
- ✓ Access
- ✓ Diversification

GSV Investments



Private Company Cap Tables Remain Closely Guarded

Regulatory

- Must have limited number of shareholders in order to remain a non-reporting entity
 - GSVC counts as one investor, despite being public with many shareholders
- Companies often impose strict transfer restrictions to limit number of shareholders

Reputational

- Stringent approval process by the company, their VCs and investor committees
- Seek investors who invest for long-term growth
- Want knowledgeable and smart investors who understand the story
- Stability through permanent capital
- No Board seat required

IPO Markets Have Experienced Substantial Structural Changes

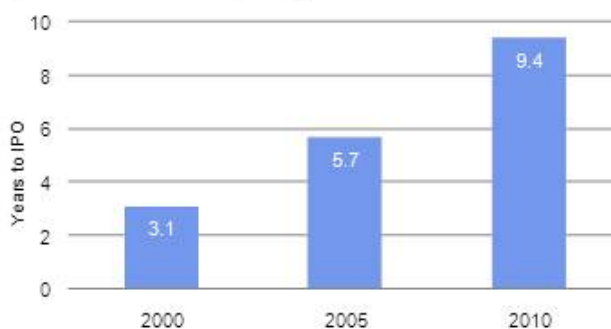
- SOX compliance has dramatically increased the costs and regulatory burden of going public
- Fewer small-cap focused investment banks and limited availability of research coverage
- Investors demanding longer history of growth and earnings
- More volatile equity markets

Fewer IPOs at Higher Valuations

(\$ in mm)	'91-'00	'01-'10	Δ
Average Annual # of IPOs	447	102	(77%)
Median Market Cap	\$130	\$1,094	742%
Median Proceeds Raised	\$30	\$250	733%

Source: Dealogic, J.R. Ritter (University of Florida), GSV Media






Longer Time To Liquidity



Source: Thomson Reuters

Potential for Substantial Returns Shifting to Private Investors

Companies that would have been public in prior years are staying private longer and significantly more value is accruing to private investors

Past High-Growth IPOs				Value of Private Companies Today	
	Year of IPO	Mkt. Cap at IPO	Mkt. Cap Increase to Today		Recent Est. Valuation
	1971	\$53mm	2,568x		\$8.4bn ⁽¹⁾
Microsoft	1986	\$519mm	473x		\$4.0bn ⁽²⁾
ORACLE	1986	\$228mm	626x		\$2.5bn ⁽³⁾
DELL	1988	\$212mm	142x	Bloomenergy	\$2.1bn ⁽⁴⁾
QUALCOMM	1991	\$314mm	310x		\$1.6bn ⁽⁵⁾
	1992	\$220mm	163x		

Source: GSV Insight

(1) AllThingsD, 8/1/2011
 (2) Crunchbase, 10/2011
 (3) TechCrunch article on 5/15/2012

(4) SharesPost trade on 12/19/2011
 (5) SharesPost trade on 7/20/2011

Top 10 Positions

	Investment	Size (\$ mm)	% of Fund	2012 Estimated Growth ⁽¹⁾
1	 twitter	\$31.5	11.6%	~200%
2	 violin MEMORY	\$14.8	5.4%	~300%
3	 Dropbox	\$11.9	4.4%	~300%
4	 facebook	\$10.5	3.8%	~35%
5	 Avenues THE WORLD SCHOOL	\$10.0	3.7%	~300%
6	 Chegg .com	\$10.0	3.7%	~25%
7	 GILT GROUPE	\$5.5	2.0%	~25%
8	 Control 4	\$5.0	1.8%	~30%
9	 SILVERSPRING Networks	\$4.9	1.8%	~150%
10	 Palantir	\$4.2	1.5%	~100%

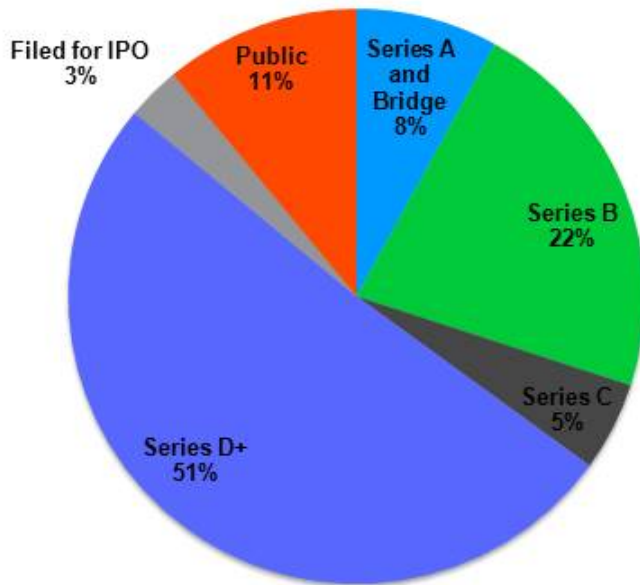
- Top 10 positions make up 72% of total invested capital



(1) Estimated. Reflects internal GSV Capital estimates based on available information, which in some cases may be limited. There is no guarantee that the expected estimates will be achieved and it may differ substantially from the above estimates as a result of a variety of factors, including information that may not be available to GSV Capital.

Current Portfolio Structure – Lifecycle Stage

Lifecycle Stage⁽¹⁾



- Focused on growth stage companies backed by leading venture capitalists
- 70% of capital is invested in Series C or later
- Many earlier stage investments have strategic importance or unique attributes for hyper-growth

GSVC's Sweet Spot

A significant potential opportunity lies between early stage investments and eventual exit



Investment Strategy



GSV
Capital

GSVC Philosophy

Over time, equity value is highly correlated to revenue and earnings growth.

Growth drives stock price.

Top Performing Stocks – 2001 to 2011

Company	Stock	Mkt Cap (mil)		EPS	Revenue		
	CAGR	12/31/01	12/31/11	CAGR	2001	2011	CAGR
1 Monster Beverage Corp.	68%	\$42	\$8,024	55%	\$81	\$1,703	36%
2 Deckers Outdoor	49%	\$40	\$2,918	54%	\$91	\$1,377	31%
3 NewMarket Corp.	46%	\$77	\$2,656	45%	\$708	\$2,150	12%
4 Sohu.com Inc.	45%	\$43	\$1,904	27%	\$12	\$830	52%
5 Clean Harbors, Inc.	44%	\$39	\$3,382	27%	\$252	\$1,984	23%
6 Apple Inc.	43%	\$7,703	\$376,411	57%	\$5,731	\$127,841	36%
7 Middleby Corp.	43%	\$47	\$1,758	48%	\$104	\$856	24%
8 Sina Corp.	42%	\$73	\$3,425	NM	\$25	\$483	35%
9 Terra Nitrogen Company	41%	\$97	\$3,138	29%	\$305	\$798	10%
10 HMS Holdings Corp.	41%	\$56	\$2,720	28%	\$59	\$364	20%
11 W.R. Grace & Co.	40%	\$102	\$3,390	11%	\$1,723	\$3,212	6%
12 Concur Technologies	39%	\$48	\$2,747	NM	\$41	\$370	25%
13 Cliffs Natural Resources	39%	\$186	\$8,917	32%	\$349	\$6,794	35%
14 Southwestern Energy	38%	\$260	\$11,095	26%	\$345	\$2,953	24%
15 Jos. A Bank Clothiers Inc.	38%	\$42	\$1,357	27%	\$206	\$858	15%

Top Performing Stocks – 2001 to 2011

Company	Stock	Mkt Cap (mil)		EPS	Revenue		
	CAGR	12/31/01	12/31/11	CAGR	2001	2011	CAGR
16 Intuitive Surgical	37%	\$363	\$18,055	49%	\$52	\$1,757	42%
17 Chemical & Mining	37%	\$617	\$14,173	30%	\$526	\$2,145	15%
18 Green Mountain Coffee Roasters	36%	\$183	\$6,935	35%	\$90	\$3,235	43%
19 Range Resources Corp.	35%	\$236	\$9,689	NM	\$212	\$1,173	19%
20 Cal-Maine Foods, Inc.	35%	\$43	\$873	13%	\$346	\$1,051	12%
21 Questcor Pharmaceutical	35%	\$78	\$2,645	14%	\$6	\$218	44%
22 Cognizant Technology	34%	\$789	\$19,429	41%	\$178	\$6,121	42%
23 BRF - Brasil Foods S.A.	34%	\$1,188	\$16,828	14%	\$1,011	\$13,795	30%
24 Quality Systems Inc.	34%	\$98	\$2,177	29%	\$43	\$418	25%
25 The Ultimate Software Group	33%	\$62	\$1,695	NM	\$59	\$269	16%
Median	39%	\$78	\$3,382	29%	\$178	\$1,377	25%

- Over this same period, the S&P 500 index had a 0.9% CAGR

Rapid Cumulative Revenue Growth

GSVC Portfolio – 32 Investments⁽¹⁾

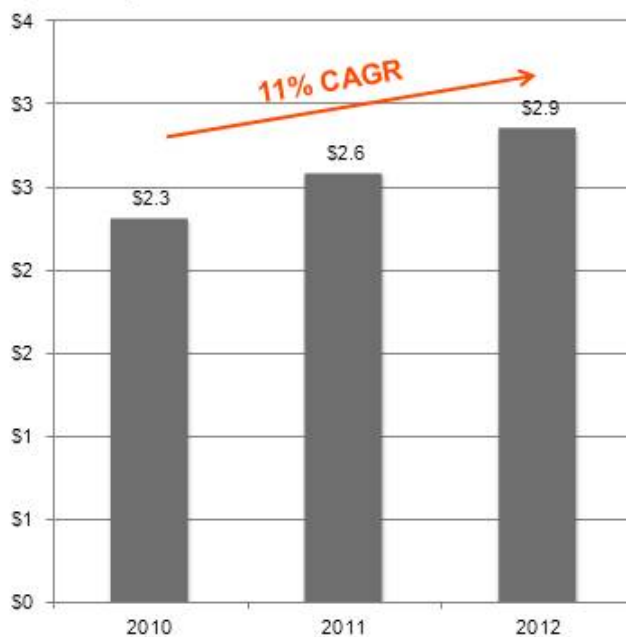
NASDAQ

(\$ in billions)



Portfolio Growth Rate 115% **Median Market Cap** \$120 million

(\$ in trillions)



■ NASDAQ



⁽¹⁾ Estimated. Reflects internal GSV Capital estimates based on available information, which in some cases may be limited. There is no guarantee that the expected estimates will be achieved and it may differ substantially from the above estimates as a result of a variety of factors, including information that may not be available to GSV Capital.

We Are In The Midst of Game-Changing Growth Themes...

Social-Mobile



Cloud



Internet Commerce



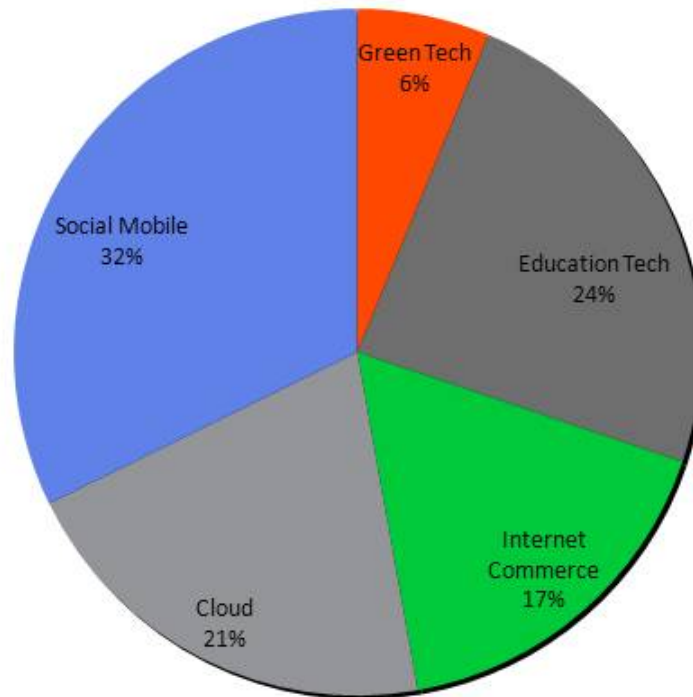
Green Tech



Education
Technology

Current Portfolio Structure – Investment Themes

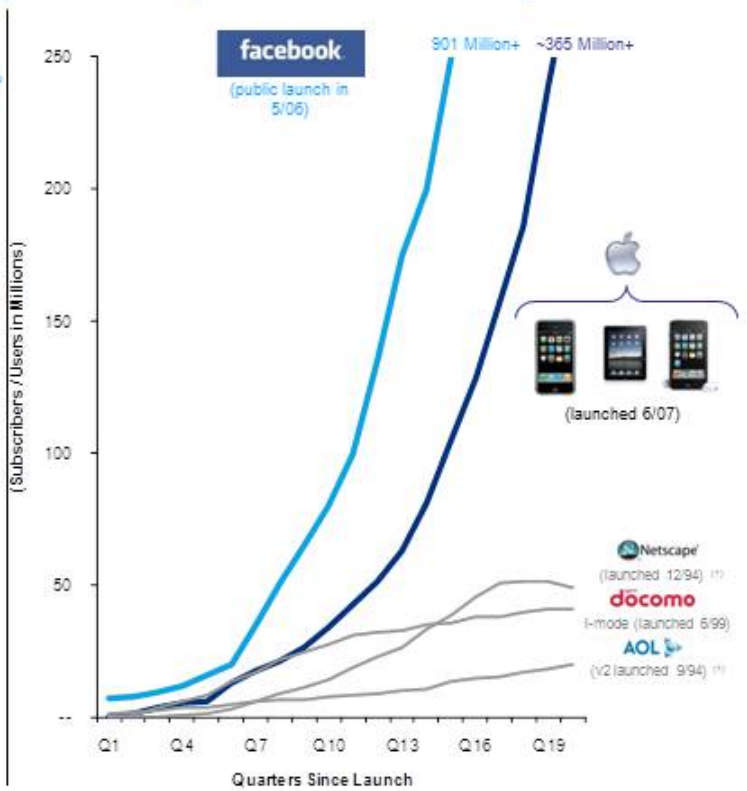
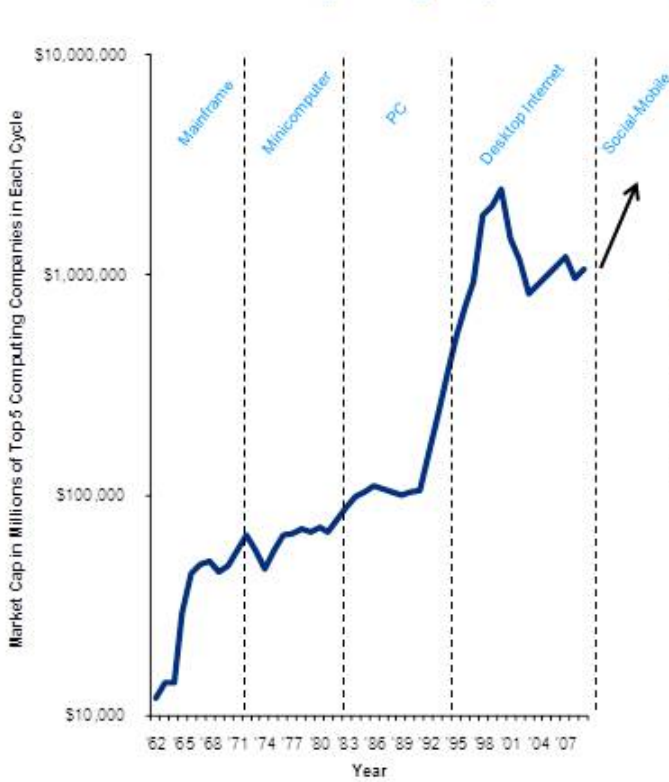
Investment Themes⁽¹⁾



(1) Percentage calculated as a % of the total value of investments held as of June 5, 2012 net of cash which represents the total fair value of investments held as of March 31, 2012 plus the total purchase cost, exclusive of transaction fees and costs, of investments acquired subsequent to March 31, 2012. Our board of directors has not yet determined the fair value of investments acquired subsequent to March 31, 2012.

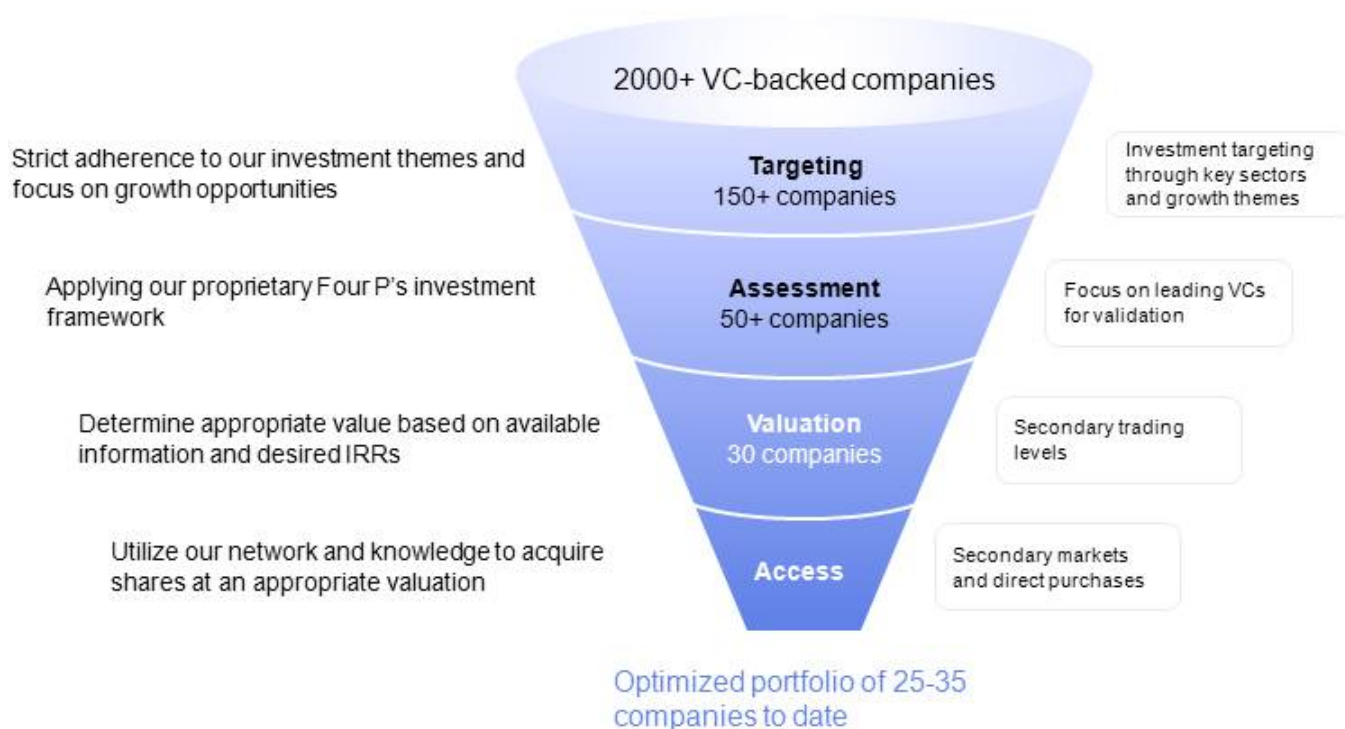
...Creating Unprecedented Return Opportunities

Social-Mobile is outpacing all prior tech cycles in adoption and market cap of leaders



Source: *The Mobile Internet Report* by Mary Meeker (12/15/2009); Facebook and Apple data based on public SEC filings
 (1) AOL subscribers data not available before Q3:94; Netscape users limited to US only
 Note: Facebook users calculated from May 2006 when the site became open to work networks

GSV Follows a Disciplined Investment Process

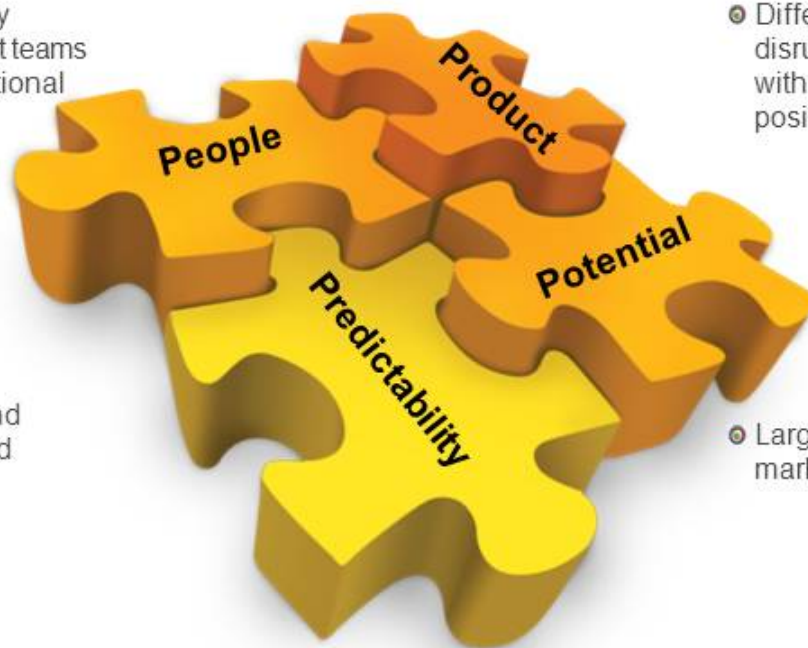


Disciplined Company Selection

Our evaluation process is based on “The Four Ps”

- Organizations led by strong management teams with in-depth operational focus

- Differentiated and disruptive products with leading market positioning



- Ability to forecast and drive predictable and sustainable growth

- Large addressable markets

Case Study: Twitter

Company Overview

Twitter is a real-time information network utilizing short-message microblogging available on the web and mobile applications

140 million monthly active users (MAUs) growing to an estimated 250 million MAUs by Q4 2012

Status: 7th round of funding, no stated IPO plans

Funds raised to date: Over \$700mm

Source: VentureSource, Company website, wired.com, the Social Skinny

Investment Information

Investment: \$31.5mm

Investment Thesis

A high-growth model with potential significant network effects and high engagement

Growth Potential:

- Large and increasing share of the global population gaining access to mobile devices
- We believe targeted advertising and data analytics should open new revenue streams over the near-term

Other Investors

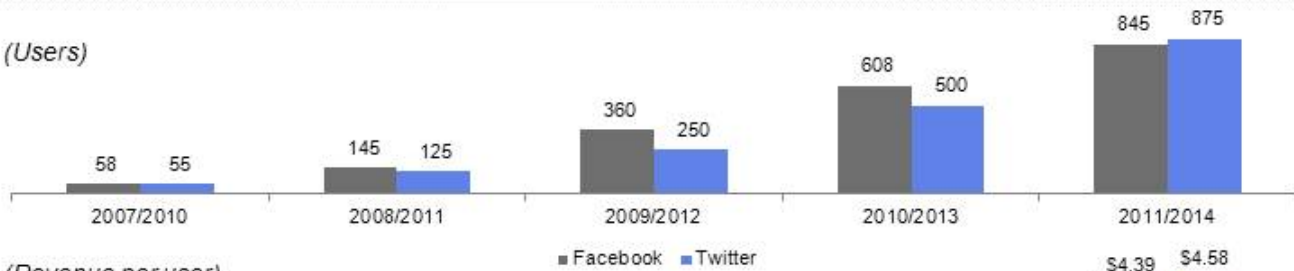


Source: VentureSource



Facebook & Twitter⁽¹⁾ Comparison

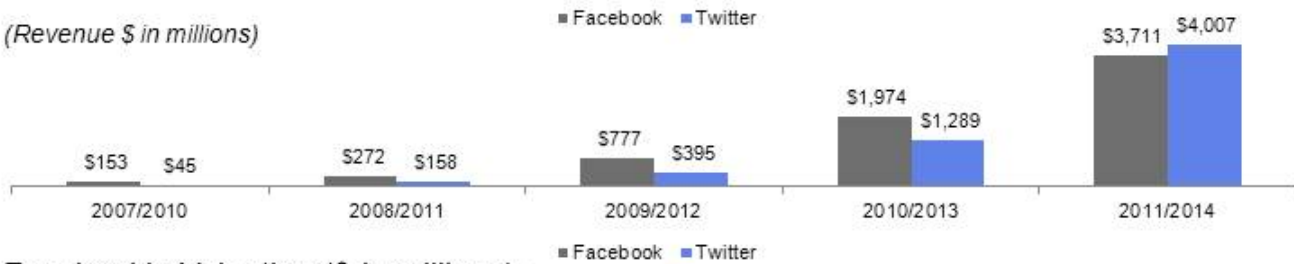
(Users)



(Revenue per user)



(Revenue \$ in millions)



Facebook's Valuation (\$ in millions):

\$5,250

\$15,000⁽²⁾

\$11,500

\$23,417

\$71,083



(1) Estimated. Reflects internal GSV Capital estimates based on available information, which in some cases may be limited. There is no guarantee that the expected estimates will be achieved and it may differ substantially from the above estimates as a result of a variety of factors, including information that may not be available to GSV Capital.
 (2) Strategic investment from Microsoft.

Case Study: Violin Memory

Company Overview

Violin Memory is a leader in scalable flash memory

Its products enable companies to accelerate their most critical applications and to virtualize their data center storage with a scalable flash array

Status: Series D raised in 4/12

Private funds raised to date: \$170mm

Source: Crunchbase

Investment Information

Investment: \$14.8mm

Investment Thesis

Violin provides a disruptive product with a strong enterprise customer base and has the potential to become the leader of the \$15 billion Performance Optimization market

Growth Potential:

- Violin is in a fast growing market driven by increasing data traffic and storage volumes
- We believe Violin has a strong pipeline to continue its strong enterprise growth

Other Investors

 JUNIPER
NETWORKS

 TOSHIBA

 HIGHLAND
CAPITAL PARTNERS

 SAP
Ventures

 GE
GE Capital

Source: Crunchbase



 violin
MEMORY

Case Study: Dropbox

Company Overview

Dropbox is a leader in cloud-based digital file storage and device-agnostic sharing/syncing. Its service enables the user to access and edit files from any device at any time

50mm+ users (2mm+ paid users)

Status: 2nd round of venture funding, no stated IPO plans

Funds raised to date: Over \$257mm

Source: VentureSource, Company website, techcrunch.com

Investment Information

Investment: \$11.9mm

Investment Thesis

Sticky, dependent model with recurring revenue

Growth Potential:

- Dropbox is a very powerful platform that is disrupting the file storage space by providing a best-in-class solution
- We believe the freemium model has proven to be extraordinarily powerful in driving user growth

Other Investors

ACCEL

BENCHMARK
CAPITAL

Index
Ventures

IVP
INSTITUTIONAL
VENTURE
PARTNERS

greylockpartners.

SEQUOIA CAPITAL
THE ENTREPRENEURS BEHIND THE ENTREPRENEURS

Y Combinator

Source: VentureSource



Case Study: Facebook

Company Overview

Facebook is the largest social media platform in the world

Its service enables people to connect, socialize, and share information and interest

900mm+ users

Status: IPO completed in May 2012

Private funds raised to date: Over \$2.2bn

Source: Crunchbase

Investment Information

Investment: \$10.5mm

Investment Thesis

Massive network effect with large opportunity to monetize user traffic

Growth Potential:

- Facebook is a very powerful platform that has the ability to become the gateway of the "social" internet
- We believe Facebook can allow a wide variety of companies to use its API and monetize third-party applications

Other Investors



Source: VentureSource



Case Study: Avenues

Company Overview

Avenues: The World School strives to become the world's premier international educational experience for pre-K to 12th grade

The Avenues platform will allow students to receive differentiated, global learning opportunities

Investment Information

Investment: \$10.0mm

Investment Thesis

Avenues addresses the substantial demand imbalance for access to elite schools in the major cities around the world. It is led by premier education leaders including former President of Yale University, former head of Phillips Exeter, and Hotchkiss

Growth Potential:

- Avenues is on track to launch its flagship campus in Chelsea, NY and has planned expansions in Beijing, London and other major international cities

Other Investors



LLRpartners

Source: VentureSource



Case Study: Chegg

Company Overview

Chegg is a leading online platform for students with apps such as textbook rental, note sharing, professor ranking, daily deals, and college search

5mm+ users

Status: Series F Funding in March, 2012

Funds raised to date: \$195 Million

Source: Crunchbase

Investment Information

Investment: \$10.0mm

Investment Thesis

The central education network and platform company with an opportunity for rapid expansion to providing every essential student service

Growth Potential:

- Chegg has built a large user base using its textbook business
- Going forward, we believe Chegg has hyper growth potential by offering daily deals, note sharing complementary tutoring and other critical services

Other Investors

FLOODGATE



Source: VentureSource



Case Study: Gilt Groupe

Company Overview

Gilt Groupe is an online portal for premier luxury lifestyle brands

It provides its members with access to luxury products at sale prices

Status: Series E Funding in May, 2011

Funds raised to date: \$221 Million

Source: Crunchbase

Investment Information

Investment: \$5.5mm

Investment Thesis

Coveted fashion brands at clearance prices have allowed Gilt to gain a loyal following

Growth Potential:

- Gilt Groupe uses a concept of daily promotions to possess an “addictive” quality to its shopping experience
- Continued expansion beyond clothing to arenas including local services, home, and luxury travel

Other Investors



TRIPLEPOINT
CAPITAL

Goldman
Sachs



PINNACLE VENTURES

matrix
PARTNERS

General Atlantic
Global growth investors

Source: VentureSource



GILT
GROUPE

Case Study: Control4

Company Overview

Control4 is a leading provider of the operating system for the “smart home”

Control4 is a home automation platform that is interoperable with over 6,500 third-party consumer electronics devices

Status: Series F+, November 2011

Funds raised to date: \$93 Million

Source: Crunchbase

Investment Information

Investment: \$5.0mm

Investment Thesis

Control 4 will be the leader in home automation as homeowners continue to look for increased convenience and automation in their homes

Growth Potential:

- Control4 has an easy-to-use and intuitive software interface
- Control4 is now the platform of choice for electronics companies, residential homes, businesses and utilities, leaving it well positioned for future growth

Other Investors



Source: VentureSource



Case Study: Silver Spring Networks

Company Overview

Silver Spring Networks transformed the existing infrastructure into a “smart grid”

Silver Spring’s real-time, mash-based technology reduces costs and increases efficiency

Status: Series D in March, 2009

Funds raised to date: \$207 Million

Source: Crunchbase

Investment Information

Investment: \$4.9mm

Investment Thesis

Silver Spring’s smart grid is the most feasible solution for addressing current energy transmission problems in the US

Growth Potential:

- Silver Spring is a leader in the movement for a more efficient energy system in the United States
- In the near term, we believe Silver Spring will continue to progress towards its IPO

Other Investors



Source: VentureSource



Case Study: Palantir Technologies

Company Overview

Palantir Technologies is a “big data” company that uses its proprietary algorithms and solutions to solve critical intelligence and security issues for government agencies, banks, and large institutions

Status: Series F, October 2011

Funds raised to date: \$301 Million

Source: Crunchbase

Investment Information

Investment: \$4.2 mm

Investment Thesis

Palantir has superior technology and algorithms and customers are increasingly looking to partner with Palantir

Growth Potential:

- Palantir's products will continue to see increased demand as the complexity of systems expands in the future
- We believe the company has built a positive reputation of providing superior solutions and should continue to win key customers

Other Investors



Source: VentureSource



GSVC's Competitive Advantages

Leader in new category with an early mover advantage

Disciplined and repeatable investment process

Source of permanent investing capital

Deep relationships with significant credibility to source and complete transactions

Highly experienced team of investment professionals