

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):

May 16, 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))

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**Item 8.01 Other Events.**

On May 16, 2012, 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 May 16, 2012

## 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: May 16, 2012

GSV CAPITAL CORP.

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

## GSV Announces Closing of Follow-on Offering

**Woodside, CA – May 16, 2012** – GSV Capital Corp. (Nasdaq CM: GSVC) (the “Company”) today announced that it has closed its previously announced follow-on offering of shares of its common stock. In connection with today’s closing, the Company issued 6,900,000 shares of its common stock (including 900,000 shares of common stock that were issued upon full exercise of the underwriters’ over-allotment option), resulting in gross proceeds of \$112.1 million.

The Company intends to use the net proceeds of this public offering to invest in portfolio companies in accordance with its investment objective and strategies, and for working capital and general corporate purposes.

Citigroup Global Markets Inc. acted as sole book-running manager for the offering. Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE AMEX: LTS), Lazard Capital Markets LLC, National Securities Corporation, Aegis Capital Corp., Maxim Group LLC and CICC HK Securities acted as co-managers.

### **About GSV Capital Corp.**

GSV Capital Corp. (Nasdaq CM: 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.

### **Forward-Looking Statements**

Statements included herein may constitute “forward-looking statements,” which relate to future events or our future performance or financial condition. These statements are not guarantees of future performance, condition or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in our filings with the Securities and Exchange Commission. GSV Capital Corp. undertakes no duty to update any forward-looking statements made herein.

### **GSV Contacts:**

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