

ARES CAPITAL CORP  
Form 8-A12B  
February 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**ARES CAPITAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation or  
organization)

**33-1089684**  
(I.R.S. Employee Identification  
No.)

**245 Park Avenue, 44th Floor,**  
**New York, New York**  
(Address of principal executive  
officers)

**10167**  
(Zip Code)

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

**Title of each class**  
**to be so registered**  
**7.00% Senior Notes due 2022**

**Name of each exchange on which**  
**each class is to be registered**  
**The New York Stock Exchange**

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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), please 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), please check the following box.

Securities Act registration statement file number to which this form relates: 333-174716

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 class of securities to be registered hereby are 7.00% Senior Notes due 2022 (the Notes) of Ares Capital Corporation, a Maryland corporation (the Registrant).

For a description of the securities to be registered hereunder, reference is made to the information under the heading Description of Debt Securities in the Registrant's Prospectus dated October 28, 2011 included in the Registration Statement on Form N-2 (Registration No. 333-174716) as filed with the Securities and Exchange Commission (the Commission) under the Securities Act of 1933 (the Securities Act) and the information under the heading Specific Terms of the Notes and the Offering in the Registrant's Prospectus Supplement dated January 26, 2012 as filed with the Commission on January 30, 2012 pursuant to Rule 497 under the Securities Act. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Indenture, dated as of October 21, 2010, between the Registrant and U.S. Bank National Association, as trustee (1)
- 4.2 Second Supplemental Indenture, dated as of February 2, 2012, between the Registrant and U.S. Bank National Association, as trustee, relating to the 7.00% Senior Notes due 2022 (2)
- 4.3 Form of 7.00% Senior Note due 2022 (3)

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(1) Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 814-00663) filed October 22, 2010.

(2) Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 814-00663) filed February 2, 2012.

(3) Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K (File No. 814-00663) filed February 2, 2012.

**SIGNATURES**

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, thereto duly authorized.

Dated: February 6, 2012

**ARES CAPITAL CORPORATION**  
(Registrant)

By:	/s/ Penni F. Roll
Name:	Penni F. Roll
Title:	Chief Financial Officer

**Exhibit Index**

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