

ARES CAPITAL CORP  
Form 8-A12B  
March 14, 2008

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. Employer  
Identification No.)

**280 Park Avenue, 22nd Floor, Building East, New York, NY 10017**  
(Address of principal executive offices) (Zip Code)

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

**Title of each class to be so registered**  
Rights to purchase Common Stock, par value \$0.001 per share

**Name of each exchange on which each class is to be registered**  
The NASDAQ Stock Market LLC

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), check the following box.  x

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), check the following box.  o

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Securities Act registration statement file number to which this form relates: 333-149109 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the rights to purchase common stock, par value \$0.001 per share (the "Rights"), to be registered hereunder is contained in the section entitled "The Rights Offering Terms of the Offering" in Ares Capital Corporation's (the "Company") Registration Statement on Form N-2 (File No. 333-149109) filed with the Securities and Exchange Commission on February 7, 2008 (the "Registration Statement"), including all amendments thereto, and is incorporated herein by reference, and the description contained under such caption included in the form of final prospectus subsequently filed by the Company pursuant to Rule 497 under the Securities Act of 1933, as amended, which form of final prospectus is also incorporated by reference herein.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
a.	Articles of Amendment and Restatement, as amended(1)
b.	Amended and Restated Bylaws(2)
d.	Form of Subscription Certificate(1)

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(1) Incorporated by reference to Exhibits (a) and (d)(5), as applicable, to the Company's pre-effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-149109), filed on March 14, 2008.

(2) Incorporated by reference to Exhibit (b)(2) to the Company's pre-effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-114656), filed on September 17, 2004.

**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, thereunto duly authorized.

ARES CAPITAL CORPORATION

Date: March 14, 2008

By: /s/ Richard S. Davis  
Name: Richard S. Davis  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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