

Solar Capital Ltd.  
Form 8-A12B  
February 09, 2010

As filed with the Securities and Exchange Commission on February 9, 2010

**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 12(g) of the**  
**Securities Exchange Act of 1934**

**Solar Capital Ltd.**

(Exact name of registrant as specified in its charter)

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

**26-1381340**  
(I.R.S. Employer Identification No.)

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500 Park Avenue, 5<sup>th</sup> Floor

New York, NY  
(Address of principal executive offices)

10022  
(Zip Code)

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.  "

Securities Act registration statement file number to which this form relates: 333-148734

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

Title of each class

to be so registered

Common Stock, par value \$0.01 per share

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

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

None

(Title of class)

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The securities to be registered hereby are shares of common stock, par value \$0.01 per share, of Solar Capital Ltd. (the Company). The description of the shares of common stock contained in the section entitled Description of Securities in the Prospectus included in the Company's Registration Statement on Form N-2 (File No. 333-148734), filed with the Securities and Exchange Commission on January 18, 2008, (as amended from time to time, the Registration Statement), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

**Item 2. Exhibits**

- 3.1 Articles of Amendment and Restatement of Solar Capital Ltd.\*
- 3.2 Amended and Restated By-Laws of Solar Capital Ltd.\*
- 4.1 Specimen Common Stock Certificate\*

\* Incorporated by reference to Amendment No. 7 of the Company's Registration Statement on Form N-2 (File No. 333-148734), filed on January 7, 2010.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 9, 2010

**SOLAR CAPITAL LTD.**

By: /s/ MICHAEL S. GROSS

Name: Michael S. Gross

Title: Chief Executive Officer and

Chairman of the Board of Directors