

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Alala Joseph B III</u>			2. Issuer Name and Ticker or Trading Symbol <u>Capitala Finance Corp. [CPTA]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/21/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
C/O CAPITALA FINANCE CORP. 4201 CONGRESS STREET, SUITE 360			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/21/2017		P		100	A	\$9.118	100	I	via Child
Common Stock	09/21/2017		P		100	A	\$9.106	100	I	via Child
Common Stock	09/24/2017		D		21,145.278 ⁽¹⁾⁽²⁾⁽⁵⁾	A	⁽¹⁾⁽²⁾⁽⁵⁾	21,245.278 ⁽⁶⁾	I	via Capitala Investment Advisors, LLC
Common Stock	09/24/2017		D		2,854.722 ⁽¹⁾⁽²⁾⁽⁵⁾	A	⁽¹⁾⁽²⁾⁽⁵⁾	5,559.722 ⁽⁶⁾	I	via Capitala Transaction Corp.
Common Stock	09/24/2017		D		24,000 ⁽¹⁾⁽²⁾⁽⁵⁾	D	⁽¹⁾⁽²⁾⁽⁵⁾	418,294.08 ⁽⁶⁾	I	via Capitala Restricted Shares I, LLC
Common Stock	09/25/2017		M		180,554.655 ⁽³⁾⁽⁵⁾	D	⁽³⁾⁽⁵⁾	237,739.425 ⁽⁶⁾	I	via Capitala Restricted Shares I, LLC
Common Stock	09/25/2017		M		60,153.255 ⁽⁴⁾⁽⁵⁾	A	⁽⁴⁾⁽⁵⁾	365,433.425 ⁽⁶⁾	I	via Capitala Private Investments, LLC
Common Stock								9,611	D	
Common Stock								972 ⁽⁶⁾	I	via CapitalSouth Corporation

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Awards	⁽¹⁾⁽²⁾⁽⁵⁾	09/24/2017		D			24,000	⁽¹⁾⁽²⁾⁽⁵⁾	⁽¹⁾⁽²⁾⁽⁵⁾	Common Stock, par value \$0.01 per share	24,000 ⁽¹⁾⁽²⁾⁽⁵⁾	\$0 ⁽¹⁾⁽²⁾⁽⁵⁾	418,294.08 ⁽⁶⁾	I	Capitala Restricted Shares I, LLC
Awards	⁽³⁾⁽⁵⁾	09/25/2017		M			180,554.655	⁽³⁾⁽⁵⁾	⁽³⁾⁽⁵⁾	Common Stock, par value \$0.01 per share	180,554.655 ⁽³⁾⁽⁵⁾	\$0 ⁽³⁾⁽⁵⁾	237,739.425 ⁽⁶⁾	I	Capitala Restricted Shares I, LLC
Awards	⁽⁴⁾⁽⁵⁾	09/25/2017		M			60,153.255	⁽⁴⁾⁽⁵⁾	⁽⁴⁾⁽⁵⁾	Common Stock, par value \$0.01 per share	60,153.255 ⁽⁴⁾⁽⁵⁾	\$0 ⁽⁴⁾⁽⁵⁾	80,204.425 ⁽⁶⁾	I	Capitala Private Investments, LLC

Explanation of Responses:

1. Mr. Richard. G. Wheelahan, III previously held Awards with respect to 26,250 shares of Capitala Finance Corp.'s (the "Issuer") common stock held by Capitala Restricted Shares I, LLC ("CRS"), which is controlled by Joseph B. Alala, III and is an affiliate of Capitala Investment Advisors, LLC, pursuant to CRS's 2015 Amended and Restated Equity Compensation Plan, dated September 18, 2015 (the "Plan"). On September 24, 2017, Mr. Wheelahan

voluntarily forfeited Awards relating to 24,000 shares of the Issuer's common stock to entities controlled by Mr. Alala, and as a result CRS distributed 24,000 shares of the Issuer's common stock to Capitala Investment Advisors, LLC and Capitala Transaction Corp., entities controlled by Mr. Alala.

2. (continued from Footnote 1) The Plan and such forfeiture and transfer were previously approved by the Issuer's Board of Directors. The shares of the Issuer's common stock that may be deemed to have been disposed of were previously reported as beneficially owned by Mr. Alala due to his controlling interest in CRS.

3. In addition to the Awards forfeited by Mr. Wheelahan, CRS previously granted Awards with respect to the 418,294.08 shares of the Issuer's common stock held by CRS to certain of Capitala Investment Advisors, LLC's employees pursuant to the Plan. The Plan was previously approved by the Issuer's Board of Directors. On September 25, 2017, certain of the Awards vested pursuant to the vesting schedule under the Plan and, as a result, CRS distributed an aggregate of 180,554.655 shares of the Issuer's common stock to certain of Capitala Investment Advisors, LLC's employees and related vehicles. The shares of the Issuer's common stock that may be deemed to have been disposed of were previously reported as beneficially owned by Mr. Alala due to his controlling interest in CRS. The remaining Awards under the Plan are scheduled to vest on September 25, 2018. Upon settlement, the remaining Awards will become payable on a one-for-one basis in shares of the Issuer's common stock.

4. Capitala Private Investments, LLC ("CPI") previously held Awards with respect to 140,357.68 shares of the Issuer's common stock held by CRS. On September 25, 2017, CPI received 60,153.255 shares of the Issuer's common stock in accordance with the vesting schedule under the Plan. The shares of the Issuer's common stock that may be deemed to have been acquired by CPI were previously reported as beneficially owned by Mr. Alala due to his controlling interest in CRS. The acquisition was approved in advance by the Board of Directors of the Issuer.

5. Pursuant to the SEC staff no-action letters to Babson Capital Management LLC (pub. Avail. Dec. 14, 2006) and Carlyle GMS Finance, Inc. (pub. Avail. Oct. 8, 2015), an employee benefit plan sponsored by an investment adviser (or an affiliated person of an investment adviser) to a registered closed-end investment company or a business development company regulated under the Investment Company Act of 1940, as amended, that offers plan participants equity securities of such registered investment company or business development company is considered an "employee benefit plan sponsored by the issuer" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

6. Mr. Alala disclaims beneficial ownership of any of the Issuer's shares directly held by CPI, CRS, Capitala Transaction Corp., CapitalSouth Corporation and Capitala Investment Advisors, LLC, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Alala is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or any other purpose.

Remarks:

Chairman of the Board of Directors, Chief Executive Officer and President

/s/ Richard G. Wheelahan, III,
attorney-in-fact

09/25/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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