

December 30, 2014

VIA EDGAR

United States Securities and Exchange Commission
Division of Investment Management
100 F Street, N.E.
Washington, D.C. 20549-4041
Attention: Edward Bartz

Re: OFS Capital Corporation
Pre-Effective Amendment No. 2 to Registration Statement on Form N-2
File No. 333-200376

Dear Mr. Bartz:

On behalf of OFS Capital Corporation (the "**Registrant**") and pursuant to Rule 461 promulgated under the Securities Act of 1933, as amended, I hereby request acceleration of the effective date of the Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 to 11:00 a.m. Eastern Time on December 30, 2014, or as soon thereafter as is practicable.

The disclosure in the referenced filing is the responsibility of the Registrant. The Registrant represents to the U.S. Securities and Exchange Commission (the "**Commission**") that should the Commission, or the staff acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing, and the Registrant represents that it will not assert staff comments or the action of the staff to declare the filing effective as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

The Registrant further acknowledges that the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective does not relieve the Registrant from its full responsibility for the adequacy and accuracy of the disclosures in the filing.

Should you have any questions concerning this request, please contact me at (847) 734-2600 or, our counsel, Cynthia M. Krus, at Sutherland Asbill & Brennan LLP at (202) 383-0218.

[Signature Page Follows]

Sincerely,

OFS CAPITAL CORPORATION

By: /s/ Bilal Rashid

Name: Bilal Rashid

Title: Chief Executive Officer
