UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-6F/A

AMENDMENT NO. 3 TO
NOTICE OF INTENT TO ELECT TO BE SUBJECT TO SECTIONS 55 THROUGH 65
OF THE INVESTMENT COMPANY ACT OF 1940

The undersigned (the "Company") previously notified the Securities and Exchange Commission on Form N-6F filed on April 29, 2010 (the "Original N-6F"), amended July 27, 2010 and October 25, 2010, that it intended to file a notification of election to be subject to sections 55 through 65 of the Investment Company Act of 1940, as amended (the "Act"), and in connection with such notice submitted the following information:

Name:	OFS Capital, LLC
Address of Principal Business Office :	2850 West Golf Road, 5th Floor Rolling Meadows, Illinois 60008
Telephone Number:	(847) 734-2060
Name and address of agent for service of process:	Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, Delaware 19808

This Amendment No. 3 to the Original N-6F is necessary because of delays in the completion of the Company's registration statement, which delays were unforeseen at the time the Original N-6F was filed.

The undersigned company hereby notifies the Securities and Exchange Commission that it intends to file a notification of election to be subject to sections 55 through 65 of the Act within ninety days of the date of this filing. The company would be excluded from the definition of an investment company by section 3(c)(1) of the Act, except that it presently proposes to make a public offering of its securities as a business development company.

SIGNATURE

Pursuant to the requirements of section 6(f) of the Act, the undersigned company has caused this Amendment No. 3 to its notice of intent to elect to be subject to sections 55 through 65 of the Act pursuant to section 54(a) of the Act to be duly executed on its behalf in the city of Rolling Meadows and the state of Illinois on the 21st day of January, 2011.

OFS Capital, LLC

/S/ JEFFREY CERNY

Name **Jeffrey Cerny**
Title: **Authorized Person**

Attest: /S/ KATHI INORIO

Name **Kathi Inorio**
Title: **Authorized Person**