

American Capital Senior Floating, Ltd.
Form N-54C
September 19, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM N-54C

**NOTIFICATION OF WITHDRAWAL OF ELECTION TO BE SUBJECT TO
SECTIONS 55 THROUGH 65 OF THE INVESTMENT COMPANY ACT OF 1940
FILED PURSUANT TO SECTION 54(c) OF THE INVESTMENT COMPANY ACT OF 1940**

The undersigned business development company hereby notifies the Securities and Exchange Commission that it withdraws its election to be subject to sections 55 through 65 of the Investment Company Act of 1940 (the Act), pursuant to the provisions of section 54(c) of the Act, and in connection with such notice of withdrawal of election submits the following information:

Name:	American Capital Senior Floating, Ltd.
Address of Principal Business Office:	245 Park Avenue, 42nd Floor
	New York, NY 10167
Telephone Number (including area code):	(212) 750-7300
File Number under the Securities Exchange Act of 1934:	814-01025

In addition to completing the cover page, a company withdrawing its election under section 54(a) of the Act must state one of the following bases for filing the notification of withdrawal:

- ☐ A. The company has never made a public offering of its securities; does not have more than 100 security holders for purposes of section 3(c)(1) of the Act and the rules thereunder; and does not propose to make a public offering.
- ☒ B. The company (1) has distributed substantially all of its assets to its security holders and has effected, or is in the process of effecting, a winding-up of its affairs, and (2) is not liquidating as part of a merger.
- ☐ C.

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The company has (1) sold substantially all of its assets to another company; or (2) merged into or consolidated with another company. Give the name of the other company and state whether the other company is a registered investment company, a company excluded from the definition of an investment company by section 3(c)(1) of the Act, a business development company, or none of the above.

- o D. The company has changed the nature of its business so as to cease to be a business development company, and such change was authorized by the vote of a majority of its outstanding voting securities or partnership interests. Describe the company's new business. Give the date of the shareholders' or partners' meeting and the number of votes in favor of and opposed to the change.
 - o E. The company has filed a notice of registration under section 8 of the Act. State the filing date of the company's notice of registration (Form N-8A) under the Act.
 - o F. Other. Explain the circumstances surrounding the withdrawal of election.
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On May 4, 2018, the board of directors (the Board) of American Capital Senior Floating, Ltd. (the Company) approved a Plan of Complete Liquidation and Dissolution of the Company (the Plan), including the sale of all or substantially all of the Company s assets and the dissolution of the Company pursuant to the Plan. On June 28, 2018, the Company s stockholders approved the Plan at the special meeting of the Company s stockholders. The Company has distributed substantially all of its assets to its stockholders and has effected a winding-up of its affairs.

SIGNATURES

Pursuant to the requirements of the Act, the undersigned company has caused this notification of election to be subject to sections 55 through 65 of the Act to be duly signed on its behalf in the City of New York and State of New York on the 19th day of September, 2018.

American Capital Senior Floating, Ltd.

By: /s/ Kevin Braddish
Name: Kevin Braddish
Title: President and Chief Executive Officer

Attest: /s/ Penni F. Roll
Name: Penni F. Roll
Title: Chief Financial Officer