

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 12, 2006

Kohlberg Capital Corporation

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

814-00735
(Commission File Number)

20-5951150
(IRS Employer
Identification No.)

295 Madison Avenue, 6th Floor, New York, New York
(Address of principal executive offices)

10017
(Zip Code)

Registrant's telephone number, including area code: (212) 455-8300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On December 12, 2006, Kohlberg Capital Corporation announced the pricing of the initial public offering of shares of its common stock. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press release dated December 12, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KOHLBERG CAPITAL CORPORATION

By: /s/ Michael I. Wirth

Name: Michael I. Wirth

Title: Chief Financial Officer

Date: December 12, 2006

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibits</u> |
|--------------------|---------------------------------------|
| 99.1 | Press Release dated December 12, 2006 |

**KOHLBERG CAPITAL
ANNOUNCES PRICING OF INITIAL PUBLIC OFFERING**

New York, NY – December 12, 2006 – Kohlberg Capital Corporation (“Kohlberg Capital”) today announced that it has priced an initial public offering of 13,500,000 shares of common stock at \$15.00 per share, before underwriting discounts and commissions. All of the common stock is being offered by Kohlberg Capital. In addition, Kohlberg Capital has granted the underwriters an option to purchase up to an additional 2,025,000 shares to cover over-allotments, if any, at the public offering price less the underwriting discount and commissions. Kohlberg Capital’s common stock will commence trading today on The NASDAQ Global Market under the symbol “KCAP.”

The offering is being led by Lehman Brothers Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, acting as joint-book-running managers. BMO Capital Markets Corp., Bear, Stearns & Co. Inc., A.G. Edwards & Sons, Inc. and Stifel, Nicolaus & Company, Incorporated are acting as co-managers.

This offering is only being made by means of a prospectus, which may be obtained from Lehman Brothers Inc., c/o ADP Financial Services Prospectus Fulfillment, 1155 Long Island Ave., Edgewood, NY 11717 by e-mail: monica_castillo@adp.com or by fax at (631) 254-7268.

Investors are advised to carefully consider the investment objectives, risks, and charges and expenses of Kohlberg Capital before investing. The prospectus contains this and other information about Kohlberg Capital. The prospectus should be read carefully before investing.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

About Kohlberg Capital

Kohlberg Capital is an internally managed, closed-end investment company that has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended. We originate, structure, finance and manage a portfolio of senior secured term loans and also plan to invest in mezzanine debt and selected equity securities in privately-held middle market companies. Our wholly-owned portfolio company, Katonah Debt Advisors, which we acquired prior to our election to be regulated as a BDC from affiliates of Kohlberg & Co., L.L.C., a leading private equity firm with two decades of middle market investment experience, manages collateralized debt obligation funds that invest in broadly syndicated loans, high-yield bonds and other credit instruments.

Forward Looking Statements

Information provided in this press release may contain statements relating to current expectations, estimates, forecasts and projections about future events that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally relate to Kohlberg Capital’s plans, objectives and expectations for future operations and are based upon management’s current estimates and projections of future results or trends. Actual future results may differ materially from those projected as a result of certain risks and uncertainties. For a discussion of such risks and uncertainties, see “Risk Factors” included in the Company’s final prospectus dated December 11, 2006, a copy of which has been filed with the U.S. Securities and Exchange Commission in connection with the Company’s initial public offering. These forward-looking statements are made only as of the date hereof, and Kohlberg Capital undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

For more information, contact:
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