

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Pearson Dayl W</u> (Last) (First) (Middle) <u>C/O KOHLBERG CAPITAL CORPORATION</u> <u>295 MADISON AVENUE, 6TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Kohlberg Capital CORP [KCAP]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2008</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <u>Chief Executive Officer</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
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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	07/01/2008		A		50,000	A	(1)	54,301.21	D	
Common Stock	07/01/2008		A		41,771(2)	A	\$0	96,072.21	D	
Common Stock								118.09	I	As USGMA custodian for Erica Pearson(3)
Common Stock								118.09	I	As USGMA custodian for Scott Pearson(4)

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				
Option to Purchase Common Stock	\$15	07/01/2008		D			250,000	(5)	12/11/2016	Common Stock	250,000	(2)	0	D	

Explanation of Responses:

1. On July 1, 2008, the issuer canceled, pursuant to an option cancellation and restricted stock issuance agreement, an option granted to Mr. Pearson on December 11, 2006. In exchange for cancellation of such option, Mr. Pearson received 50,000 shares of restricted stock under the Company's Amended and Restated 2006 Equity Incentive Plan, based upon an exchange ratio of one share of restricted stock for every five shares under the cancelled option. One third of the restricted stock award will vest on each of the first three anniversaries of the grant date.
2. Represents shares of restricted stock granted to Mr. Pearson under the Company's Amended and Restated 2006 Equity Incentive Plan. One half of the restricted stock award will vest on each of the third and fourth anniversaries of the grant date.
3. Shares held by Mr. Pearson, as custodian, for daughter Erica Pearson under the Uniform Gifts to Minors Act. Mr. Pearson disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that Mr. Pearson is the beneficial owner of these shares for purposes of Section 16 or for any other purposes.
4. Shares owned by Scott Pearson, Mr. Pearson's son. Mr. Pearson disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that Mr. Pearson is the beneficial owner of these shares for purposes of Section 16 or for any other purposes.
5. The canceled option provided for vesting in four equal annual installments of 25% on each of the first four anniversaries of the grant date.

/s/ Michael I. Wirth

07/02/2008

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Dayl W. Pearson, has authorized and designated Michael I. Wirth to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Kohlberg Capital Corporation. The authority of Michael I. Wirth under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to his ownership of or transactions in securities of Kohlberg Capital Corporation, unless earlier revoked in writing. The undersigned acknowledges that Michael I. Wirth is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: July 2, 2008

/s/ Dayl W. Pearson

Dayl W. Pearson