

FORM 8-A/A
(Amendment No. 1)

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

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

TRIANGLE CAPITAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Maryland

06-1798488

(State of incorporation or organization)

(I.R.S. Employer
Identification No.)

3600 Glenwood Avenue, Suite 104 Raleigh, NC

27612

(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Stock, par value \$.001 per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-138418

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

TABLE OF CONTENTS

[Item 1. Description of Registrant's Securities to be Registered](#)

[Item 2. Exhibits](#)

[SIGNATURES](#)

[INDEX TO EXHIBITS](#)

[Ex-99.\(d\) Form of Common Stock Certificate](#)

[Table of Contents](#)

Item 1. Description of Registrant's Securities to be Registered

The description of the Common Stock to be registered hereunder contained in the section entitled "Description of Capital Stock," in the Prospectus included in the Registrant's Form N-2 Registration Statement (File No 333—138418), filed with the Securities and Exchange Commission (the "Commission") on November 3, 2006, as amended, is incorporated herein by reference, and the description contained under such caption included in the form of final prospectus subsequently filed by the Registrant pursuant to Rule 497 under the Securities Act of 1933, as amended, which form of final prospectus is also incorporated by reference herein.

Item 2. Exhibits

The following exhibits are filed as part of this registration statement:

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)*	Articles of Incorporation of the Registrant(1)
(a)(2)	Articles of Amendment to the Registrant's Articles of Incorporation(2)
(a)(3)	Form of Articles of Amendment and Restatement of the Registrant(2)
(b)	Amended and Restated Bylaws of the Registrant(2)
(d)	Form of Common Stock Certificate
(e)	Form of Dividend Reinvestment Plan(2)

* Previously Filed

- (1) Incorporated by reference to the exhibit of the same number filed with the Registration Statement on Form N-2 (Reg. No 333-138418) filed on November 3, 2006.
 - (2) Incorporated by reference to the exhibit of the same number filed with the Pre-Effective Amendment No. 1 of the Registration Statement on Form N-2 (Reg. No 333-138418) filed on December 29, 2006.
-

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

DATED: February 14, 2007

TRIANGLE CAPITAL CORPORATION

/s/ Garland S. Tucker, III

By: Garland S. Tucker, III
President, Chief Executive Officer & Chairman of the
Board of Directors

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)*	Articles of Incorporation of the Registrant(1)
(a)(2)	Articles of Amendment to the Registrant's Articles of Incorporation(2)
(a)(3)	Form of Articles of Amendment and Restatement of the Registrant(2)
(b)	Amended and Restated Bylaws of the Registrant(2)
(d)	Form of Common Stock Certificate
(e)	Form of Dividend Reinvestment Plan(2)

* Previously Filed

- (1) Incorporated by reference to the exhibit of the same number filed with the Registration Statement on Form N-2 (Reg. No 333-138418) filed on November 3, 2006.
- (2) Incorporated by reference to the exhibit of the same number filed with the Pre-Effective Amendment No. 1 of the Registration Statement on Form N-2 (Reg. No 333-138418) filed on December 29, 2006.

[FACE OF CERTIFICATE]

COMMON STOCK

[LOGO]

COMMON STOCK

TC

INCORPORATED UNDER THE LAWS OF THE STATE OF MARYLAND

SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP 895848 10 9

THIS CERTIFIES THAT

IS THE RECORD OWNER OF

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK, PAR VALUE \$0.001 PER SHARE, OF
TRIANGLE CAPITAL CORPORATION

transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.
This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

IN WITNESS WHEREOF, the Corporation has caused the facsimile signatures of its duly authorized officers to be hereunto affixed.

Dated:

[SIGNATURE]

CHIEF FINANCIAL OFFICER, SECRETARY AND TREASURER

[SIGNATURE]

CHIEF EXECUTIVE OFFICER, PRESIDENT AND CHAIRMAN OF THE BOARD

COUNTERSIGNED AND REGISTERED:

THE BANK OF NEW YORK

BY

TRANSFER AGENT AND REGISTRAR

AUTHORIZED SIGNATURE

[REVERSE OF CERTIFICATE]

TRIANGLE CAPITAL CORPORATION

The Corporation will furnish without charge to each stockholder who so requests a statement of the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock of the Corporation or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Such requests shall be made to the Corporation's Secretary at the principal office of the Corporation.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common

TEN ENT — as tenants by the entireties

JT TEN — as joint tenants with right of
survivorship and not as tenants
in common

COM PROP — as community property

UNIF GIFT MIN ACT — _____ Custodian _____
(Cust) (Minor)

under Uniform Gifts to Minors

Act _____
(State)

UNIF TRF MIN ACT — _____ Custodian (until age ____)
(Cust)

_____ under Uniform Transfers

(Minor)
to Minors Act _____
(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, ___ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated

X

X

NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

Signature(s) Guaranteed

By

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.