
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-2

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Pre-Effective Amendment No.
Post-Effective Amendment No.

Triangle Capital Corporation

(Exact name of registrant as specified in charter)

**FORM N-5
REGISTRATION STATEMENT OF SMALL BUSINESS
INVESTMENT COMPANY**

**UNDER
THE SECURITIES ACT OF 1933
AND
THE INVESTMENT COMPANY ACT OF 1940**

Triangle Mezzanine Fund LLLP

(Exact Name of Registrant as Specified in Charter)

**3600 Glenwood Avenue, Suite 104
Raleigh, NC 27612
(919) 719-4770**

*(Address and telephone number,
including area code, of principal executive offices)*

**Garland S. Tucker III
President and Chief Executive Officer
3600 Glenwood Avenue, Suite 104
Raleigh, NC 27612**

(Name and address of agent for service)

COPIES TO:

**John A. Good, Esq.
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100 Peabody Place, Suite 900
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**Robert H. Rosenblum, Esq.
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1601 K Street NW
Washington, D.C. 20006
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Approximate date of proposed public offering: As soon as practicable after the effective date of the Registration Statement.

If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. ☐

☒ This form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act and the Securities Act registration statement number of the earlier effective registration statement for the same offering is 333-138418.

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amount to Be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share of Triangle Capital Corporation (1)	805,000(3)	\$ 15.00(4)	\$ 12,075,000(4)	\$ 1,292.03
Partnership interests of Triangle Mezzanine Fund LLLP (2)				

- (1) 4,025,000 shares were registered under SEC File No. 333-138418, and a filing fee of \$6,152.50 was previously paid with the earlier registration statement.
- (2) Pursuant to Rule 140 under the Securities Act of 1933, Triangle Capital Corporation is deemed to be an issuer of the partnership interests for consideration equal to the proposed maximum aggregate offering price of its common stock sold in this offering. No additional offering price will result from such deemed issuance; accordingly no additional registration fee is owed on account of this deemed offering.
- (3) Includes 105,000 shares subject to sale pursuant to the underwriters' over-allotment option.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee.

EXPLANATORY NOTE

This registration statement is filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and relates to the initial public offering of common stock of Triangle Capital Corporation, a Maryland corporation, contemplated by a Registration Statement on Form N-2, Securities and Exchange Commission File No. 333-138418 (the "Prior Registration Statement"), and is filed solely to increase the number of shares to be offered in such offering by 700,000 shares plus up to 105,000 additional shares that may be sold pursuant to the underwriters' over-allotment option. The contents of the Prior Registration Statement, including the amendments thereto, are hereby incorporated into this Registration Statement on Form N-2 by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and/or the Investment Company Act of 1940, the Registrant has duly caused this registration statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on February 15, 2007.

TRIANGLE CAPITAL CORPORATION

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form N-2 has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ GARLAND S. TUCKER, III</u>	President, Chief Executive Officer and Chairman of the Board	February 15, 2007
<u>Garland S. Tucker, III</u>	(Principal Executive Officer)	
<u>*</u>	Chief Financial Officer, Treasurer, Secretary and Director	February 15, 2007
<u>Steven C. Lilly</u>	(Principal Financial Officer and Principal Accounting Officer)	
<u>*</u>	Chief Investment Officer and Director	February 15, 2007
<u>Brent P. W. Burgess</u>		
<u>*</u>	Director	February 15, 2007
<u>W. McComb Dunwoody</u>		
<u>*</u>	Director	February 15, 2007
<u>Thomas M. Garrott, III</u>		

Signature	Title	Date
*	Director	February 15, 2007
Benjamin S. Goldstein		
*	Director	February 15, 2007
Simon B. Rich, Jr.		
*	Director	February 15, 2007
Sherman H. Smith, Jr.		

*By: /s/ GARLAND S. TUCKER, III
Garland S. Tucker, III, Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and/or the Investment Company Act of 1940, the Registrant has duly caused this registration statement on Form N-5 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, and the State of North Carolina, on February 15, 2007.

TRIANGLE MEZZANINE FUND LLLP

By: TRIANGLE MEZZANINE LLC, its General Partner

By: /s/ GARLAND S. TUCKER, III
Name: Garland S. Tucker, III
Title: Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form N-5 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ GARLAND S. TUCKER, III</u>	Manager (Principal Executive Officer) of the General Partner	February 15, 2007
Garland S. Tucker, III		
<u>/s/ STEVEN C. LILLY</u>	Manager (Principal Financial Officer and Principal Accounting Officer) of the General Partner	February 15, 2007
Steven C. Lilly		

All exhibits filed with or incorporated by reference in Registration Statement No. 333-138418, as amended, are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except for the following which are filed herewith.

EXHIBIT LIST

Exhibit Number	Description
I	Opinion of Venable LLP.
n.1	Consent of independent registered public accounting firm.
n.2	Consent of Venable LLP (included in Exhibit I).

[LETTERHEAD OF VENABLE LLP]

February 15, 2007

Triangle Capital Corporation
Suite 104
3600 Glenwood Avenue
Raleigh, North Carolina 27612

Re: Rule 462(b) Registration Statement Relating to
Registration Statement on Form N-2 (No. 333-138418)

Ladies and Gentlemen:

We have served as Maryland counsel to Triangle Capital Corporation, a Maryland corporation (the "Company"), and a business development company under the Investment Company Act of 1940, as amended (the "1940 Act"), in connection with certain matters of Maryland law arising out of the registration of 805,000 shares (the "Shares") of common stock, \$0.001 par value per share (the "Common Stock"), of the Company to be issued in an underwritten initial public offering, covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "1933 Act"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings assigned to them in the Registration Statement.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement, substantially in the form transmitted to the Commission under the 1933 Act;
 2. The charter of the Company (the "Charter"), certified as of the date hereof by an officer of the Company;
 3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
 4. A certificate of the State Department of Assessments and Taxation of Maryland as to the good standing of the Company, dated as of a recent date;
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5. Resolutions adopted by the Board of Directors of the Company (the "Board") or a duly authorized committee thereof relating to the registration of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;

6. A certificate executed by an officer of the Company, dated as of the date hereof; and

7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. Prior to the issuance of the Shares, the Board or a duly authorized committee thereof will authorize and approve the issuance and certain terms of the Shares (the "Corporate Proceedings").

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. Upon completion of the Corporate Proceedings, the issuance of the Shares will have been duly authorized and, when and if delivered against payment therefor in accordance with the Registration Statement, the Resolutions and the Corporate Proceedings, the Shares will be (assuming that, upon any issuance of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter) validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the substantive laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with federal or state securities laws, including the securities laws of the State of Maryland, or the 1940 Act.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the captions "Selected Financial and Other Data", "Senior Securities" and "Independent Registered Public Accounting Firm" and to the use of our reports dated December 27, 2006, incorporated by reference from Triangle Capital Corporation's Registration Statement (Form N-2/N-5) No. 333-138418 into Triangle Capital Corporation's Registration Statement (Form N-2/N-5) filed pursuant to Rule 462(b) of the Securities Act of 1933 dated February 15, 2007.

/s/ Ernst & Young LLP

Raleigh, North Carolina
February 12, 2007