

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

**PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

BLACKROCK KELSO CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or
organization)

20-2725151
(I.R.S. Employer or
Identification No.)

40 East 52nd Street
New York, New York
(Address of principal executive offices)

10022
(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, \$0.001 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 upon filing 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 to become effective General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-141090

Securities to be registered pursuant to Section 12(b) of the Act: Common Stock, \$0.001 par value per share

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

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

For a description of the Common Stock, reference is made to the information set forth under the heading "Description of Shares," in the Registrant's Prospectus, which constitutes part of the Registrant's Registration Statement on Form N-2, as amended (File No. 333-141090), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

Item 2. Exhibits.

Not applicable.

SIGNATURE

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.

BLACKROCK KELSO CAPITAL CORPORATION
(Registrant)

Dated: June 25, 2007

By: /s/ Michael B. Lazar

Name: Michael B. Lazar

Title: Chief Operating Officer