

FOSTER VINCENT D
Form SC 13G/A
February 17, 2009

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Main Street Capital Corporation
(Name of Issuer)
Common Stock
(Title of Class of Securities)
56035L104
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 56035L104

1 NAMES OF REPORTING PERSONS
Vincent D. Foster

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER

NUMBER OF 1,043,714.7⁽¹⁾

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
7,346.7⁽²⁾

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
1,043,714.7⁽¹⁾

WITH: **8** SHARED DISPOSITIVE POWER
7,346.7⁽²⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,051,061.4

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Represents
 - (i) 1,039,478.7 shares held by Mr. Foster and
 - (ii) 2,141.0 shares and 2,095.0 shares held in custodial accounts for his daughters, Amy Foster and Brittany Foster, respectively.

- (2) Represents 7,346.7 shares held in the Foster Irrevocable Trust for the benefit of Mr. Foster's children. Although Mr. Foster is not the trustee, and accordingly does not have voting power or dispositive power over these shares, he may from time to time direct

the trustee to
vote and dispose
of these shares.

SCHEDULE 13G

Item 1(a) Name of Issuer.

Main Street Capital Corporation

Item 1(b) Address of Issuer's Principal Executive Offices.

1300 Post Oak Blvd., Ste. 800

Houston, TX 77056

Item 2(a) Name of Person Filing.

Vincent D. Foster

Item 2(b) Address of Principal Business Office.

1300 Post Oak Blvd., Ste. 800

Houston, TX 77056

Item 2(c) Citizenship.

United States of America

Item 2(d) Title of Class of Securities.

Common Stock

Item 2(e) CUSIP Number.

56035L104

Item 3 Not Applicable

Item 4 Ownership.

- (a) Amount Beneficially Owned: 1,051,061.4
- (b) Percent of Class: 11.4%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 1,043,714.7⁽³⁾
 - (ii) Shared power to vote or to direct the vote: 7,346.7⁽⁴⁾
 - (iii) Sole power to dispose or to direct the disposition of: 1,043,714.7⁽³⁾
 - (iv) Shared power to dispose or to direct the disposition of: 7,346.7⁽⁴⁾

- (3) Represents (i) 1,039,478.7 shares held by Mr. Foster and (ii) 2,141.0 shares and 2,095.0 shares held in custodial accounts for his daughters, Amy Foster and Brittany Foster, respectively.
 - (4) Represents 7,346.7 shares held in the Foster Irrevocable Trust for the benefit of Mr. Foster's children. Although Mr. Foster is not the trustee, and accordingly does not have voting power or dispositive power over these shares, he may from time to time direct the trustee to vote and dispose of these shares.
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Item 5 Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Not Applicable

Item 8 Identification and Classification of Members of the Group.

Not Applicable

Item 9 Notice of Dissolution of Group.

Not Applicable

Item 10 Certification.

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2009

/s/ Vincent D. Foster

Vincent D. Foster