

William Slattery, CFA
Vice President
Listing Qualifications

By Electronic Mail

June 19, 2019

Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on June 19, 2019, The Nasdaq Stock Market (the "Exchange") received from Great Elm Capital Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

6.50% Notes due 2024

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

Sincerely,

