

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

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)**

OWL ROCK CAPITAL CORPORATION

(Name of Subject Company (Issuer))

OWL ROCK CAPITAL CORPORATION
(Names of filing Person (Offeror and Issuer))

Common Stock, Par Value \$0.01 per share
(Title of Class of Securities)

**Alan Kirshenbaum
Chief Operating Officer and
Chief Financial Officer
Owl Rock Capital Corporation
245 Park Avenue
41st Floor
New York, NY 10167
(212) 419-3000**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

**Cynthia M. Krus
Steven B. Boehm
Eversheds Sutherland (US) LLP
700 Sixth Street, NW
Washington, DC 20001
(202) 383-0100**

CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$50,000,000	\$5,795

(1) Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the offer to purchase up to \$50 million in value of shares of common stock, par value \$0.01 per share, of Owl Rock Capital Corporation.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory No. 1 for fiscal year 2017, equals \$115.90 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$5,795
Form or Registration No.: Not Applicable

Filing Party: Not Applicable
Date Filed: Not Applicable

Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

FINAL AMENDMENT TO TENDER OFFER STATEMENT

This Amendment No. 1 supplements and amends the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on March 15, 2017 by Owl Rock Capital Corporation, a Maryland corporation (the “*Company*,” “*Owl Rock*,” “*our*,” “*we*,” or “*us*”), in connection with the offer by the Company to purchase up to that number of shares (the “*Shares*”) of its issued and outstanding common stock, par value \$0.01 per share (“*Common Stock*”) that can be purchased with \$50 million at a price equal to \$15.09 per Share (which reflects the Company’s net asset value per Share as of April 12, 2017). The tender offer was made upon and subject to the terms and conditions set forth in the Offer to Purchase, dated March 15, 2017, and the related Letter of Transmittal (together, the “*Offer*”). The Offer expired at 11:59 P.M., Eastern Time, on April 11, 2017, and a total of zero (0) Shares were validly tendered and not withdrawn pursuant to the Offer as of such date. Accordingly, the Company will not purchase any Shares pursuant to the Offer.

SIGNATURE

After due 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.

Dated: April 12, 2017

OWL ROCK CAPITAL CORPORATION

By: /s/ Alan Kirshenbaum

Name: **Alan Kirshenbaum**

Title: **Chief Operating Officer and Chief Financial Officer**