

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

FORM N-2

REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933
Pre-Effective Amendment No. 5
Post-Effective Amendment No.

Owl Rock Capital Corporation

(Exact Name of Registrant as Specified in Charter)

399 Park Avenue, 38th Floor
 New York, New York
 (Address of Principal Executive Offices)

(212) 419-3000

(Registrant's Telephone Number, including Area Code)

Alan Kirshenbaum
 c/o Owl Rock Capital Corporation
 399 Park Avenue, 38th Floor
 New York, New York 10022
 (Name and Address of Agent for Service)

WITH COPIES TO:

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 Washington, DC 20004
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Approximate date of proposed public offering: As soon as practicable after the effective date of this 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.

It is proposed that this filing will become effective (check appropriate box):

when declared effective pursuant to section 8(c)

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities Being Registered	Amount Being Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Primary Offering			
% Notes due	\$300,000,000	\$300,000,000	\$37,350

- (1) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of determining the registration fee.
- (2) A filing fee of \$37,350 was previously paid in connection with the initial filing of this Registration Statement regarding \$300,000,000 principal amount of notes on June 1, 2018.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Pre-Effective Amendment No. 5 to the Registration Statement on Form N-2 (File No. 333-225373) of Owl Rock Capital Corporation (as amended, the "Registration Statement") is being filed solely for the purpose of filing Exhibit (k)(32) to the Registration Statement. No changes have been made to Part A or Part C of the Registration Statement, other than Item 25(2) of Part C as set forth below. Accordingly, this Pre-Effective Amendment No. 5 consists only of the facing page, this explanatory note and Item 25(2) of the Registration Statement setting forth the exhibits to the Registration Statement. The contents of the Registration Statement are hereby incorporated by reference.

Owl Rock Capital Corporation

PART C

Other Information

Item 25. Financial Statements and Exhibits

(1) Financial Statements

The following financial statements of Owl Rock Capital Corporation are provided in Part A of this Registration Statement:

AUDITED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm	F-2
Consolidated Statements of Assets and Liabilities as of December 31, 2018, and 2017	F-3
Consolidated Statements of Operations for the Years Ended December 31, 2018, 2017 and 2016	F-4
Consolidated Schedules of Investments as of December 31, 2018 and 2017	F-5
Consolidated Statements of Changes in Net Assets for the Years Ended December 31, 2018, 2017 and 2016	F-18
Consolidated Statements of Cash Flows for the Years Ended December 31, 2018, 2017 and 2016	F-19
Notes to Consolidated Financial Statements	F-20

(2) Exhibits

- (a) [Articles of Amendment and Restatement, dated March 1, 2016 \(incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form 10 filed on April 11, 2016\).](#)
- (b) [Bylaws, dated January 11, 2016 \(incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed on April 11, 2016\).](#)
- (d)(1) [Form of Subscription Agreement \(incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 10 filed on March 3, 2016\).](#)
- (d)(2) [Form of Indenture between Owl Rock Capital Corporation and Wells Fargo Bank, National Association, as trustee \(incorporated by reference to Exhibit \(d\)\(2\) to the Pre-Effective Amendment No. 4 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on April 3, 2019\).](#)
- (d)(3) [Statement of Eligibility of Trustee on Form T-1 \(incorporated by reference to Exhibit \(d\)\(3\) to the Pre-Effective Amendment No. 4 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on April 3, 2019\).](#)
- (d)(4) [Form of First Supplemental Indenture between Owl Rock Capital Corporation and Wells Fargo Bank, National Association, as trustee, including the form of global note attached thereto \(incorporated by reference to Exhibit \(d\)\(4\) to the Pre-Effective Amendment No. 4 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on April 3, 2019\).](#)
- (e) [Amended and Restated Dividend Reinvestment Plan effective as of May 9, 2017 \(incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed on May 10, 2017\)](#)
- (g) [Amended and Restated Investment Advisory Agreement, dated February 27, 2019, between the Company and the Adviser \(incorporated by reference to Exhibit 10.15 to the Company's annual report on Form 10-K filed on February 27, 2019\).](#)
- (h) [Form of Underwriting Agreement \(incorporated by reference to Exhibit \(d\)\(5\) to Pre-Effective Amendment No. 1 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on June 25, 2018\).](#)

Table of Contents

- (j)(1) [Custody Agreement by and between the Company and State Street Bank and Trust Company dated February 24, 2016 \(incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form 10 filed on April 11, 2016\).](#)
- (k)(1) [Form of Indemnification Agreement \(incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form 10 filed on April 11, 2016\).](#)
- (k)(2) [Administration Agreement between the Company and the Adviser, dated March 1, 2016 \(incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form 10 filed on April 11, 2016\).](#)
- (k)(3) [License Agreement between the Company and Owl Rock Capital Partners LP, dated March 1, 2016 \(incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form 10 filed on April 11, 2016\).](#)
- (k)(4) [Revolving Credit Agreement between the Company and Wells Fargo Bank, National Association and Wells Fargo Securities, LLC, dated August 1, 2016 \(incorporated by reference to Exhibit 10.7 to the Company's Form 10-Q filed on August 10, 2016\).](#)
- (k)(5) [Senior Secured Revolving Credit Agreement between the Company and SunTrust Bank and Bank of America, N.A., dated February 1, 2017 \(incorporated by reference to Exhibit 10.8 to the Company's Form 10-K filed on March 8, 2017\).](#)
- (k)(6) [Lender Joinder Agreement between the Company and Wells Fargo Bank, National Association, dated January 4, 2017 \(incorporated by reference to Exhibit 10.9 to the Company's Form 10-K filed on March 8, 2017\).](#)
- (k)(7) [Lender Joinder Agreement between the Company and Wells Fargo Bank, National Association, dated March 13, 2017 \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed on May 10, 2017\).](#)
- (k)(8) [Sebago Lake LLC Amended and Restated Limited Liability Company Agreement by and between Owl Rock Capital Corporation and Regents of the University of California, dated June 20, 2017 \(incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on June 22, 2017\).](#)
- (k)(9) [First Amendment to Senior Secured Revolving Credit Agreement between the Company, the lenders party thereto and SunTrust Bank, dated July 17, 2017 \(incorporated by reference to Exhibit 10.4 to the Company's quarterly report on Form 10-Q, filed on August 9, 2017\).](#)
- (k)(10) [First Amendment to Revolving Credit Agreement between the Company, Wells Fargo Bank, National Association and other lenders party thereto, dated November 2, 2017 \(incorporated by reference to Exhibit 10.5 to the Company's quarterly report on Form 10-Q, filed on November 8, 2017\).](#)
- (k)(11) [Lender Agreement between the Company and PNC Bank, National Association, dated November 2, 2017 \(incorporated by reference to Exhibit 10.5 to the Company's quarterly report on Form 10-Q, filed on November 8, 2017\).](#)
- (k)(12) [Lender Agreement between California Bank and Trust, dated December 1, 2017 \(incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on December 4, 2017\).](#)
- (k)(13) [Note Purchase Agreement by and between the Company and the purchasers party thereto, dated December 21, 2017 \(incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on December 22, 2017\).](#)
- (k)(14) [Loan and Servicing Agreement, by and among the Company, as Transferor and Servicer, ORCC Financing LLC, as Borrower, Morgan Stanley Asset Funding Inc., as Administrative Agent, State Street Bank and Trust Company, as the Collateral Agent and the Account Bank, Cortland Capital Market Services LLC, as Collateral Custodian and the banks and financial institutions from time to time party thereto as Lenders, dated December 21, 2017 \(incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K, filed on December 22, 2017\).](#)

Table of Contents

- (k)(15) [Sale and Contribution Agreement by and between the Company and ORCC Financing LLC, dated as of December 21, 2017 \(incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K, filed on December 22, 2017\).](#)
- (k)(16) [Lender Joinder Agreement by and among Comerica, Wells Fargo and the Company, dated January 2, 2018 \(incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on January 3, 2018\).](#)
- (k)(17) [First Omnibus Amendment to Senior Secured Revolving Credit Agreement between the Company and SunTrust Bank and Bank of America, N.A., dated March 29, 2018. \(incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q, filed on May 8, 2018\).](#)
- (k)(18) [Credit Agreement dated May 22, 2018, by and among ORCC Financing II LLC, as Borrower, the lenders from time to time parties thereto, Natixis, New York Branch, as Administrative Agent, State Street Bank and Trust Company, as Collateral Agent, and Cortland Capital Market Services LLC as Document Custodian \(incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on May 23, 2018\).](#)
- (k)(19) [Sale and Contribution Agreement dated May 22, 2018, between Owl Rock Capital Corporation, as Seller, and ORCC Financing II LLC, as Purchaser \(incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K, filed on May 23, 2018\).](#)
- (k)(20) [Third Amendment to Senior Secured Revolving Credit Agreement between the Company and SunTrust Bank and Bank of America, N.A., dated June 21, 2018 \(incorporated by reference to Exhibit \(k\)\(20\) to Pre-Effective Amendment No. 1 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on June 25, 2018\).](#)
- (k)(21) [Amendment No. 1 to Loan and Servicing Agreement, by and among the Company, as Servicer, ORCC Financing LLC, as Borrower, Morgan Stanley Bank, N.A., as a Lender, Morgan Stanley Asset Funding Inc., as Administrative Agent, State Street Bank and Trust Company, as the Collateral Agent and the Account Bank and Cortland Capital Market Services LLC, as Collateral Custodian, dated March 20, 2018 \(incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q, filed on November 7, 2018\).](#)
- (k)(22) [Amendment No. 2 to Loan and Servicing Agreement, by and among the Company, as Servicer, ORCC Financing LLC, as Borrower, Morgan Stanley Bank, N.A., as a Lender, Morgan Stanley Asset Funding Inc., as Administrative Agent, State Street Bank and Trust Company, as the Collateral Agent and the Account Bank and Cortland Capital Market Services LLC, as Collateral Custodian, dated September 7, 2018 \(incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q, filed on November 7, 2018\).](#)
- (k)(23) [Amendment to Credit Agreement by and among ORCC Financing II, as Borrower, Various Lenders, Natixis, New York Branch, as Administrative Agent, State Street Bank and Trust Company, as Collateral Agent, and Cortland Capital Market Services LLC as Document Custodian, dated as of October 10, 2018 \(incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q, filed on November 7, 2018\).](#)
- (k)(24) [Second Amendment to Revolving Credit Agreement between the Company, Wells Fargo Bank, National Association and other lenders party thereto, dated October 9, 2018 \(incorporated by reference to Exhibit 10.4 to the Company's quarterly report on Form 10-Q, filed on November 7, 2018\).](#)
- (k)(25) [Loan Financing and Servicing Agreement, dated as of December 14, 2018, by and among ORCC Financing III LLC, as Borrower, Owl Rock Capital Corporation, as Equityholder and Services Provider, the Lenders from time to time parties thereto, Deutsche Bank AG, New York Branch, as Facility Agent, the other Agents parties thereto, State Street Bank and Trust Company, as Collateral Agent, and Cortland Capital Market Services LLC, as Collateral Custodian \(incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on December 19, 2018\).](#)

Table of Contents

- (k)(26) [Sale and Contribution Agreement, dated as of December 14, 2018, by and between Owl Rock Capital Corporation and ORCC Financing III LLC \(incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K, filed on December 19, 2018\).](#)
- (k)(27) [Amendment No. 2 to Credit Agreement, dated as of December 20, 2018, by and among ORCC Financing II LLC, as Borrower, Natixis, New York Branch, as Administrative Agent, State Street Bank and Trust Company, as Collateral Agent, Collateral Administrator and Custodian, Cortland Capital Market Services LLC, as Document Custodian, and the lenders identified therein \(incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on December 21, 2018\).](#)
- (k)(29) [Third Amendment to Revolving Credit Agreement, dated February 1, 2019, between the Company, Wells Fargo, National Association and other lenders party thereto \(incorporated by reference to Exhibit 10.13 to the Company's annual report on Form 10-K filed on February 27, 2019\).](#)
- (k)(30) [First Amendment to Amended and Restated Limited Liability Operating Company Agreement, dated as of February 27, 2019, between the Company and Regents of the University of California \(incorporated by reference to Exhibit 10.14 to the Company's annual report on Form 10-K filed on February 27, 2019\).](#)
- (k)(31) [Waiver Agreement, dated February 27, 2019, between the Company and the Adviser \(incorporated by reference to Exhibit 10.16 to the Company's annual report on Form 10-K filed on February 27, 2019\).](#)
- (k)(32) Fourth Amendment to Senior Secured Revolving Credit Agreement, dated as of April 2, 2019 among Owl Rock Capital Corporation, the Lenders party thereto and SunTrust Bank, as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on April 3, 2019).
- (l) [Opinion and Consent of Eversheds Sutherland \(US\) LLP \(incorporated by reference to Exhibit \(l\) to Pre-Effective Amendment No. 1 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on June 25, 2018\).](#)
- (n)(1) [Consent of KPMG LLP \(incorporated by reference to Exhibit \(n\)\(1\) to the Pre-Effective Amendment No. 4 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on April 3, 2019\).](#)
- (n)(2) [Report of KPMG LLP, Independent Registered Public Accounting Firm, with respect to the "Senior Securities" table \(incorporated by reference to Exhibit \(n\)\(2\) to the Pre-Effective Amendment No. 4 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on April 3, 2019\).](#)
- (o) Not applicable
- (p) Not applicable
- (q) Not applicable
- (r) [Code of Ethics of Owl Rock Capital Corporation \(incorporated by reference to Exhibit \(r\) to Pre-Effective Amendment No. 1 to the Company's Registration Statement on Form N-2 \(File No. 333-225373\) filed on June 25, 2018\).](#)

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Pre-Effective Amendment No. 5 to the Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and the State of New York on the 4th day of April, 2019.

OWL ROCK CAPITAL CORPORATION

By: /s/ Alan Kirshenbaum

Name: Alan Kirshenbaum

Title: Chief Operating Officer and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Pre-Effective Amendment No. 5 to the Registration Statement has been signed by the following persons in the capacities indicated on April 4, 2019.

<u>Name</u>	<u>Title</u>
* _____ Craig Packer	Chief Executive Officer, President and Director
/s/ Alan Kirshenbaum _____ Alan Kirshenbaum	Chief Operating Officer, Chief Financial Officer and Director
* _____ Douglas I. Ostrover	Director
* _____ Edward D'Alelio	Director and Chairman of the Board of Directors
* _____ Christopher M. Temple	Director and Chairman of the Audit Committee
* _____ Eric Kaye	Director and Chairman of the Nominating and Corporate Governance Committee
* _____ Brian Finn	Director

* Signed by Alan Kirshenbaum pursuant to a power of attorney signed by each individual and filed with this Registration Statement on June 1, 2018.