

**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.
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 10022
(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:

Cynthia M. Krus, Esq.
Eversheds Sutherland (US) LLP
700 Sixth Street, NW
Washington, DC 20004
Tel: (202) 383-0100
Fax: (202) 637-3593

Paul D. Tropp, Esq.
Christopher J. Capuzzi, Esq.
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036
Tel: (212) 596-9000
Fax: (212) 596-9090

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)
- This Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 and the Securities Act registration statement number of the earlier effective registration statement for the same offering is 333-231946.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities Being Registered	Amount Being Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Common Stock, \$0.01 par value per share			\$8,797,500(1)	\$1,067

- (1) Includes the underwriters' option to purchase additional shares of our common stock.
- (2) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of determining the registration fee.

Incorporation of Certain Information by Reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Owl Rock Capital Corporation (the “Registrant”) with the Securities and Exchange Commission, and hereby incorporates by reference into this Registration Statement the contents of the Registration Statement on Form N-2 (File No. 333-231946), including the exhibits thereto, filed on June 4, 2019 and declared effective on July 17, 2019, as amended by pre-effective amendments thereto (the “Prior Registration Statement”) and includes the registration statement facing page, the signature pages, an exhibit index, a legal opinion, the accountants’ consents and the other documents listed on the exhibit index.

EXHIBIT INDEX

- (l) [Opinion and Consent of Eversheds Sutherland \(US\) LLP](#)
- (n)(1) [Consent of KPMG LLP](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this 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 17th day of July, 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 Registration Statement has been signed by the following persons in the capacities indicated on July 17, 2019.

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

* Signed by Alan Kirshenbaum pursuant to a power of attorney signed by each individual and filed with the Registrant's Registration Statement on Form N-2 (File No. 333-231946) on June 4, 2019.

July 17, 2019

Owl Rock Capital Corporation
399 Park Avenue
38th Floor
New York, NY 10022

Re: Owl Rock Capital Corporation
Registration Statement on Form N-2

Ladies and Gentlemen:

We have acted as counsel to Owl Rock Capital Corporation, a Maryland corporation (the "**Company**"), in connection with the preparation and filing of the registration statement on Form N-2 filed by the Company with the Securities and Exchange Commission (the "**SEC**") pursuant to Rule 462(b) under Securities Act of 1933, as amended (the "**Securities Act**") relating to the issuance of the Company's common stock, par value \$0.01 per share (the "**Shares**"). The shares are being issued in an underwritten public offering covered by the Registration Statement. This opinion letter is being furnished to the Company in accordance with the requirements of Item 25 of Form N-2 under the Investment Company Act of 1940, as amended, and no opinion is expressed herein as to any other matter other than as to the legality of the Shares.

As counsel to the Company, we have participated in the preparation of the Registration Statement and have examined the originals or copies of the following:

- (i) The Charter of the Company (the "**Charter**"), certified as of a recent date by State Department of Assessments and Taxation of Maryland (the "**SDAT**");
- (ii) The Bylaws of the Company (the "**Bylaws**"), certified as of the date of this opinion letter by an officer of the Company;
- (iii) A Certificate of Good Standing with respect to the Company issued by the SDAT as of a recent date (the "**Certificate of Good Standing**");
- (iv) The resolutions of the board of directors of the Company (the "**Board**") relating to, among other things, (a) the authorization and approval of the preparation and filing of the Registration Statement and (b) the authorization of the offer, issuance, and sale of the Shares pursuant to the Registration Statement, certified as of the date of this opinion letter by an officer of the Company (collectively, the "**Resolutions**");

As to certain matters of fact relevant to the opinions in this opinion letter, we have relied on certificates of public officials (which we have assumed remain accurate as of the date of this opinion letter) and on a certificate of an officer of the Company. We have not independently established the facts or, in the case of certificates of public officials, the other statements so relied upon.

Eversheds Sutherland (US) LLP is part of a global legal practice, operating through various separate and distinct legal entities, under Eversheds Sutherland. For a full description of the structure and a list of offices, please visit www.eversheds-sutherland.com.

With respect to such examination and our opinion expressed herein, we have assumed, without any independent investigation or verification, (i) the genuineness of all signatures on all documents submitted to us for examination, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to original documents of all documents submitted to us as conformed or reproduced copies and the authenticity of the originals of such copied documents, and (v) that all certificates issued by public officials have been properly issued. We also have assumed without independent investigation or verification the accuracy and completeness of all corporate records made available to us by the Company.

This opinion is limited to the effect of the Maryland General Corporation Law (the “MGCL”). Without limiting the preceding sentence, we express no opinion as to any state securities or broker-dealer laws or regulations thereunder relating to the offer, issuance or sale of the Shares.

This opinion letter has been prepared, and should be interpreted, in accordance with customary practice followed in the preparation of opinion letters by lawyers who regularly give, and such customary practice followed by lawyers who on behalf of their clients regularly advise opinion recipients regarding, opinion letters of this kind.

Based upon and subject to the limitations, exceptions, qualifications and assumptions set forth in this opinion letter, we are of the opinion that when the Shares, which have been duly authorized, are issued against payment of the agreed consideration therefor in accordance with the Registration Statement and Resolutions, the Shares will be validly issued, fully paid and nonassessable.

The opinions expressed in this opinion letter (a) are strictly limited to the matters stated in this opinion letter, and without limiting the foregoing, no other opinions are to be implied and (b) are only as of the date of this opinion letter, and we are under no obligation, and do not undertake, to advise the Company or any other person or entity either of any change of law or fact that occurs, or of any fact that comes to our attention, after the date of this opinion letter, even though such change or such fact may affect the legal analysis or a legal conclusion in this opinion letter.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the “Legal Matters” section in the Registration Statement. We do not admit by giving this consent that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Respectfully submitted,

/s/ EVERSHEDS SUTHERLAND (US) LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Owl Rock Capital Corporation:

We consent to the incorporation by reference in this registration statement on Form N-2 filed pursuant to Rule 462(b) by reference to the registration statement on Form N-2, as amended (File No. 333-231946), of our reports dated February 27, 2019, with respect to the consolidated financial statements and the senior securities table, and to the reference to our firm under the heading "Independent Registered Public Accounting Firm," which appear in the registration statement on Form N-2 (File No. 333-231946), declared effective on July 17, 2019.

/s/ KPMG LLP

New York, New York
July 17, 2019