

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-8A

NOTIFICATION OF REGISTRATION FILED PURSUANT TO SECTION 8(a) OF THE
INVESTMENT COMPANY ACT OF 1940

The undersigned investment company hereby notifies the Securities and Exchange Commission that it registers under and pursuant to the provisions of Section 8(a) of the Investment Company Act of 1940 and in connection with such notification of registration submits the following information:

Name: **VERTICAL CAPITAL INCOME FUND**

Address of Principal Business Office (No. & Street, City, State, Zip Code):

450 Wireless Boulevard
Hauppauge, NY 11788

Telephone Number (including area code): (631) 470-2600

Name and address of agent for service of process:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

Check Appropriate Box:

Registrant is filing a Registration Statement pursuant to Section 8(b) of the Investment Company Act of 1940 concurrently with the filing of Form N-8A:

Yes No

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has caused this notification of registration to be duly signed on its behalf in the Hamlet of Hauppauge and State of New York on the 3rd day of May, 2011.

VERTICAL CAPITAL INCOME FUND

By: /s/ Emile Molineaux
Emile Molineaux
Sole Trustee

Attest: /s/ James Ash
James Ash