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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 4, 2013

FS Investment Corporation

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

814-00757
(Commission
File Number)

26-1630040
(I.R.S. Employer
Identification No.)

Cira Centre
2929 Arch Street, Suite 675
Philadelphia, Pennsylvania
(Address of principal executive offices)

19104
(Zip Code)

Registrant's telephone number, including area code: (215) 495-1150

None
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On June 5, 2013, the board of directors (the “Board”) of FS Investment Corporation (“FSIC”) declared a regular monthly cash distribution of \$0.0675 per share. The monthly distribution will be paid on June 28, 2013 to stockholders of record on June 27, 2013.

Certain Information about Distributions

The determination of the tax attributes of FSIC’s distributions is made annually as of the end of FSIC’s fiscal year based upon its taxable income and distributions paid, in each case, for the full year. Therefore, a determination as to the tax attributes of the distributions made on a quarterly basis may not be representative of the actual tax attributes for a full year. FSIC intends to update stockholders quarterly with an estimated percentage of its distributions that resulted from taxable ordinary income. The actual tax characteristics of distributions to stockholders will be reported to stockholders annually on Form 1099-DIV.

The payment of future distributions on shares of FSIC’s common stock is subject to the discretion of the Board and applicable legal restrictions, and therefore, there can be no assurance as to the amount or timing of any such future distributions.

Item 8.01. Other Events.

On June 6, 2013, FSIC issued a press release announcing that, on June 4, 2013, the U.S. Securities and Exchange Commission (the “SEC”) granted an exemptive relief order (the “Order”) that permits FSIC and any of its wholly-owned subsidiaries, subject to the satisfaction of certain conditions, to engage in co-investment transactions that would otherwise be prohibited under the Investment Company Act of 1940, as amended (the “1940 Act”), with one or more affiliates of its investment adviser, FB Income Advisor, LLC, including (i) FS Investment Corporation II (“FSIC II”), (ii) FS Energy and Power Fund (“FSEP” and, together with FSIC and FSIC II, the “Existing Funds”), (iii) any future closed-end management investment company that elects to be regulated as a business development company under the 1940 Act that is advised by one of the investment advisers to the Existing Funds or any future affiliated investment adviser (a “Future Fund” and, together with the Existing Funds, the “Funds”), and (iv) any wholly-owned subsidiary of any Fund.

A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	Press Release dated June 6, 2013.

Forward-Looking Statements

This Current Report on Form 8-K may contain certain forward-looking statements, including statements with regard to the future performance and operation of FSIC. Words such as “believes,” “expects,” “projects” and “future” or similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors could cause actual results to differ materially from those projected in these forward-looking statements, and some of these

factors are enumerated in the filings FSIC makes with the SEC. FSIC undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FS Investment Corporation

Date: June 6, 2013

By: /s/ Michael C. Forman

Michael C. Forman
Chief Executive Officer

EXHIBIT INDEX

**EXHIBIT
NUMBER**

DESCRIPTION

99.1

Press Release dated June 6, 2013.



FOR IMMEDIATE RELEASE

**FSIC, FSIC II and FSEP Receive Co-Investment Approval
from SEC—Will Enhance Access to Investment Opportunities**

PHILADELPHIA, PA, June 6, 2013 – On June 4, 2013, the U.S. Securities and Exchange Commission (the “SEC”) issued an order (the “Order”) granting exemptive relief to affiliated business development companies FS Investment Corporation, FS Investment Corporation II and FS Energy and Power Fund (collectively, the “Funds”).

Subject to satisfaction of certain conditions specified in the Order, the Funds are now permitted, together with any future affiliated business development companies, to co-invest in additional investment opportunities that would otherwise be prohibited under the Investment Company Act of 1940, including investments originated and directly negotiated by their sub-adviser, GSO / Blackstone.

“We believe the broader access to investment opportunities originated by the Funds’ sub-adviser, GSO / Blackstone, will benefit shareholders,” said Michael C. Forman, Chief Executive Officer of each of the Funds. “The Order will also allow the Funds to more effectively deploy capital as our pipeline of proprietary investment opportunities continues to grow.”

About FS Investment Corporation

FS Investment Corporation (“FSIC”), an investment fund sponsored by Franklin Square Holdings, L.P. (“Franklin Square”), is a publicly registered, non-traded business development company (“BDC”). A BDC such as FSIC is a type of investment fund that enables investors, including non-accredited investors (subject to certain state-specific suitability standards), to access the private debt asset class. FSIC focuses primarily on investing in the debt securities of private companies throughout the United States, with the investment objectives of generating current income and, to a lesser extent, long-term capital appreciation for its investors. FSIC is managed by FB Income Advisor, LLC and is sub-advised by GSO / Blackstone Debt Funds Management LLC (“GDFM”), an affiliate of GSO Capital Partners LP (“GSO”). GSO, with approximately \$58.1 billion in assets under management as of March 31, 2013, is the credit platform of The Blackstone Group L.P. For more information, please visit www.fsinvestmentcorp.com.

About FS Energy and Power Fund

FS Energy and Power Fund (“FSEP”), Franklin Square’s second publicly registered, non-traded BDC, focuses primarily on investing in the debt and income-oriented equity securities of privately-held U.S. companies in the energy and power industry. FSEP’s investment objective is to generate current income and long-term capital appreciation. FSEP is managed by FS Investment Advisor, LLC and is sub-advised by GSO. For more information, please visit www.fsenergyandpowerfund.com.

About FS Investment Corporation II

FS Investment Corporation II (“FSIC II”), Franklin Square’s third publicly registered, non-traded BDC, focuses primarily on investing in the debt securities of private companies throughout the United States, with the investment objectives of generating current income and, to a lesser extent, long-term capital appreciation for its investors. FSIC II is managed by FSIC II Advisor, LLC and is sub-advised by GDFM. For more information, please visit www.fsinvestmentcorpII.com.

About Franklin Square

Franklin Square is a leading manager of alternative investment funds designed to enhance investors’ portfolios by providing access to asset classes, strategies and asset managers that typically have been available to only the largest institutional investors. The firm’s funds offer “endowment-style” investment strategies that help construct diversified portfolios and manage risk. Franklin Square strives not only to maximize investment returns but also to set the industry standard for best practices by focusing on transparency, investor protection and education for investment professionals and their clients.

Founded in Philadelphia in 2007, Franklin Square quickly established itself as a leader in the world of alternative investments by introducing innovative credit-based income funds, including the industry's first non-traded BDC. The firm currently manages three funds with approximately \$6.9 billion* in assets.

Forbes Magazine ranked Franklin Square 13th on its 2013 list of America's Most Promising Companies. Franklin Square distributes its funds through its affiliated broker-dealer, FS² Capital Partners, LLC. For more information, please visit www.franklinsquare.com.

* Assets under management as of March 31, 2013.

Forward-Looking Statements

This announcement may contain certain forward-looking statements, including statements with regard to the future performance of FSIC, FSIC II and FSEP. Words such as "believes," "expects," "projects" and "future" or similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors could cause actual results to differ materially from those projected in these forward-looking statements, and some of these factors are enumerated in the filings FSIC, FSIC II and FSEP make with the SEC. None of FSIC, FSIC II or FSEP undertakes any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.