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

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**FORM 8-K**

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**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 3, 2014**

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**FS Investment Corporation**  
(Exact name of Registrant as specified in its charter)

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**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)

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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 3, 2014, the board of directors (the “Board”) of FS Investment Corporation (“FSIC” or the “Company”) declared a regular monthly cash distribution of \$0.07425 per share. The regular monthly cash distribution will be paid on or about July 2, 2014 to stockholders of record on June 24, 2014.

### *Certain Information About Distributions*

The determination of the tax attributes of the Company’s distributions is made annually as of the end of the Company’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. The Company 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 the Company’s common stock, par value \$0.001 per share (“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.**

FSIC announced today the final results of its modified “Dutch Auction” tender offer (the “Tender Offer”) to purchase for cash up to \$250,000,000 in value of Common Stock from its stockholders, which expired at 5:00 p.m., New York City time, on May 28, 2014.

Pursuant to the Tender Offer, FSIC has accepted for purchase 23,255,813 shares of Common Stock at a purchase price of \$10.75 per share, for an aggregate cost of approximately \$250,000,000, excluding fees and expenses relating to the Tender Offer. The 23,255,813 shares of Common Stock accepted for purchase in the Tender Offer represent approximately 8.9% of FSIC’s issued and outstanding shares of Common Stock as of May 28, 2014.

Based on the final count by Computershare Trust Company, N.A., the depository and paying agent for the Tender Offer, a total of 24,075,768 shares of Common Stock were properly tendered and not properly withdrawn at or below the purchase price of \$10.75 per share.

Due to the oversubscription of the Tender Offer, based on the final count described above, FSIC has accepted for purchase on a *pro rata* basis approximately 96.6% of the shares of Common Stock properly tendered and not properly withdrawn at or below the purchase price of \$10.75 per share.

Payment for the shares of Common Stock accepted for purchase under the Tender Offer and return of all other shares of Common Stock tendered and not purchased, will occur promptly, in accordance with applicable law.

Upon settlement of the Tender Offer, FSIC will have approximately 239,026,360 shares of Common Stock outstanding.

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

## **Forward-Looking Statements**

This Current Report on Form 8-K may contain certain forward-looking statements, including statements with regard to future events or the future performance or operation of the Company. 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. Factors that could cause actual results to differ materially include changes in the economy, risks associated with possible disruption in the Company’s operations or the economy generally due to terrorism or natural disasters, future changes in laws or regulations and conditions in the Company’s operating area, and the price at which shares of its common stock trade on the New York Stock Exchange. Some of these factors are enumerated in the filings the Company makes with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit  
Number

Description

99.1 Press Release, dated June 4, 2014.

**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 4, 2014

By: /s/ Michael C. Forman

Michael C. Forman  
Chief Executive Officer

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**Exhibit Index**

Exhibit  
Number

Description

99.1 Press release, dated June 4, 2014.



CONTACT:  
Franklin Square Media Team  
215-495-1174  
media@franklinsquare.com

**FOR IMMEDIATE RELEASE**

**FSIC Announces Final Results of its Tender Offer**

PHILADELPHIA, June 4, 2014 – FS Investment Corporation (NYSE: FSIC) announced the final results of its modified “Dutch Auction” tender offer to purchase up to \$250 million in shares of its common stock, which expired at 5:00 p.m., New York City Time, on May 28, 2014.

FSIC has accepted for purchase 23,255,813 shares of common stock at a purchase price of \$10.75 per share, for an aggregate cost of approximately \$250 million, excluding fees and expenses relating to the tender offer. The 23,255,813 shares of common stock accepted for purchase in the tender offer represent approximately 8.9% of FSIC’s issued and outstanding shares of common stock as of May 28, 2014.

Based on the final count by Computershare Trust Company, N.A., the depository and paying agent for the tender offer, a total of 24,075,768 shares of FSIC’s common stock were properly tendered and not withdrawn at or below the purchase price of \$10.75 per share.

Due to the oversubscription of the tender offer, based on the final count described above, FSIC has accepted for purchase on a *pro rata* basis approximately 96.6% of the shares that were tendered at prices of \$10.75 per share or below.

Upon settlement of the tender offer, FSIC will have approximately 239,026,360 shares of common stock outstanding.

**Important Notice**

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any securities of FSIC. Payment for the shares of common stock accepted for purchase under the tender offer, and return of all other shares of common stock tendered and not purchased, will occur promptly, in accordance with applicable law.

Questions and requests for assistance may be directed to Wells Fargo Securities, LLC, the Dealer Manager for the tender offer, at: (212) 214-6400 or (877) 450-7515 (Toll Free) (institutional stockholders) or Georgeson Inc., the Information Agent for the tender offer, at: (888) 566-3252 (Toll Free) (retail stockholders). In addition, stockholders may obtain free copies of the Company’s filings with the SEC from the Company’s website at: [www.fsinvestmentcorp.com](http://www.fsinvestmentcorp.com) or by contacting the Company at Cira Centre, 2929 Arch Street, Suite 675, Philadelphia, PA 19104 or by phone (877) 628-8575.

## **About FS Investment Corporation**

FSIC (NYSE: FSIC) is a publicly traded business development company (“BDC”) focused on providing customized credit solutions to private middle market U.S. companies. FSIC seeks to invest primarily in the senior secured debt and, to a lesser extent, the subordinated debt of private middle market companies to achieve the best risk-adjusted returns for its investors. In connection with its debt investments, FSIC may receive equity interests such as warrants or options.

FSIC is advised by FB Income Advisor, LLC, an affiliate of Franklin Square Capital Partners (“Franklin Square”), and is sub-advised by GSO / Blackstone Debt Funds Management LLC, an affiliate of GSO Capital Partners. GSO, with approximately \$66 billion in assets under management as of March 31, 2014, is the credit platform of Blackstone, one of the world’s leading managers of alternative investments. For more information, please visit [www.fsinvestmentcorp.com](http://www.fsinvestmentcorp.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 managed approximately \$11.0 billion in assets as of March 31, 2014. For more information, please visit [www.franklinsquare.com](http://www.franklinsquare.com).

## **Forward-Looking Statements**

This press release may contain certain forward-looking statements, including statements with regard to future events or the future performance or operations 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. Factors that could cause actual results to differ materially include changes in the economy, risks associated with possible disruption in FSIC’s operations or the economy due generally to terrorism or natural disasters, future changes in laws or regulations and conditions in FSIC’s operating area, and the price at which shares of its common stock trade on the New York Stock Exchange. Some of these factors are enumerated in the filings FSIC makes with the Securities and Exchange Commission. FSIC undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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