
**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): May 29, 2014

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 8.01 Other Events.

FS Investment Corporation (“FSIC” or the “Company”) announced today the preliminary results of its modified “Dutch Auction” tender offer (the “Tender Offer”) to purchase for cash up to \$250,000,000 in value of its shares of common stock, par value \$0.001 per share (“Common Stock”), from its stockholders, which expired at 5:00 p.m., New York City time, on May 28, 2014.

Based on the preliminary count by Computershare Trust Company, N.A., the depository and paying agent for the Tender Offer, a total of 24,090,370 shares of Common Stock were properly tendered and not properly withdrawn at or below the purchase price of \$10.75 per share, including 977,852 shares of Common Stock that were tendered through notice of guaranteed delivery.

In accordance with the terms and conditions of the Tender Offer, and based on the preliminary count by the depository and paying agent, FSIC expects to accept for purchase 23,255,813 shares of Common Stock properly tendered and not properly withdrawn prior to the expiration of the Tender Offer at a purchase price of \$10.75 per share, for an aggregate cost of approximately \$250,000,000, excluding fees and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. Based on this preliminary count, the 23,255,813 shares of Common Stock to be accepted for purchase in the Tender Offer represent approximately 8.9% of FSIC’s currently issued and outstanding shares of Common Stock. Based on these preliminary numbers, FSIC anticipates that following settlement of the Tender Offer, it will have approximately 239,026,360 shares of Common Stock outstanding.

Due to the oversubscription of the Tender Offer, based on the preliminary count described above, FSIC will accept for purchase on a *pro rata* basis approximately 96.5% of the shares of Common Stock properly tendered and not properly withdrawn at or below the purchase price of \$10.75 per share by each tendering stockholder.

The number of shares of Common Stock to be purchased, the purchase price and the proration information are preliminary and subject to change. The preliminary information set forth herein is subject to confirmation by the depository and paying agent and is based on the assumption that all shares of Common Stock tendered through notice of guaranteed delivery will be delivered promptly after the date of receipt by the depository of the notice of guaranteed delivery. The final number of shares of Common Stock to be purchased, the final purchase price and the final proration information will be announced following completion of the confirmation process. 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.

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. 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 May 29, 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: May 29, 2014

By: /s/ Michael C. Forman

Michael C. Forman
Chief Executive Officer

Exhibit Index

Exhibit
Number

Description

99.1 Press release, dated May 29, 2014.



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

FOR IMMEDIATE RELEASE

FSIC Announces Preliminary Results of its Tender Offer

PHILADELPHIA, May 29, 2014 – FS Investment Corporation (NYSE: FSIC) announced the preliminary 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.

Based on the preliminary count by Computershare Trust Company, N.A., the depository and paying agent for the tender offer, a total of 24,090,370 shares of FSIC’s common stock were properly tendered and not withdrawn at or below the purchase price of \$10.75 per share, including 977,852 shares of common stock that were tendered through notice of guaranteed delivery.

Due to the oversubscription of the tender offer, based on the preliminary count described above, FSIC expects to purchase approximately 96.5% of the shares that were tendered at prices of \$10.75 per share or below. An aggregate of approximately \$250 million in shares will be purchased at \$10.75 per share under the terms of the tender offer.

In connection with the listing and post-listing tender offer, FSIC expects to recognize cost savings due to reduced general and administrative expenses and an accretive impact on earnings per share as a result of the reduction in the number of outstanding shares through the tender offer.

FSIC expects to report final results of the tender offer on or around June 3, 2014.

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. The number of shares of common stock to be purchased, the purchase price and the proration information are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the depository and paying agent and is based on the assumption that all shares of common stock tendered through notice of guaranteed delivery will be delivered promptly after the date of receipt by the depository of the notice of guaranteed delivery. The final number of shares of common stock to be purchased, the final purchase price and the final proration information will be announced following completion of the confirmation process. 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 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.

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.

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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