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

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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): **September 6, 2012**

**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 September 6, 2012, the board of directors (the "Board") of FS Investment Corporation (the "Company") declared a regular monthly cash distribution of \$0.0675 per share. The monthly distribution will be paid on September 28, 2012 to stockholders of record on September 27, 2012.

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

**Item 3.03. Material Modification to Rights of Security Holders.**

On September 6, 2012, the Company amended and restated its distribution reinvestment plan (the "Original DRP," and as amended and restated, the "Amended DRP"). The Amended DRP will be effective as of, and will first apply to the reinvestment of cash distributions paid on or after, October 31, 2012.

Under the Original DRP, cash distributions to participating stockholders are reinvested in additional shares of common stock of the Company ("Shares") at a purchase price equal to 90% of the Share price in effect as of the date of issuance, which is determined in the same manner that the Company determined the offering price per Share for purposes of its public offering.

Under the Amended DRP, cash distributions to participating stockholders will be reinvested in additional Shares at a purchase price determined by the Board or a committee thereof, in its sole discretion, that is (i) not less than the net asset value per Share determined in good faith by the Board or a committee thereof, in its sole discretion, immediately prior to the payment of the distribution (the "NAV Per Share") and (ii) not more than 2.5% greater than the NAV Per Share as of such date. No other material terms of the Original DRP have been amended in connection with the Amended DRP.

The foregoing summary of the Amended DRP is qualified in its entirety by the full text of the Amended DRP, a copy of which is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

Also on September 6, 2012, the Company amended the terms of its quarterly share repurchase program. The amended share repurchase program will be effective as of the Company's quarterly repurchase offer for the fourth quarter of 2012, which the Company expects will occur in December, and will not affect the Company's quarterly repurchase offer for the third quarter of 2012, which the Company is currently conducting.

Under the existing share repurchase program, the Company offers to repurchase Shares on a quarterly basis at a price equal to 90% of the Share price in effect on each date of repurchase, which is determined in the same manner that the Company determined the offering price per Share for purposes of its public offering. Under the amended share repurchase program, the Company will offer to purchase Shares at a price equal to the price at which Shares are issued pursuant to the Amended DRP on the distribution date coinciding with such Share repurchase date.

A more detailed description of the share repurchase program can be found in the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2012, which was filed with the Securities and Exchange Commission (the "SEC") on August 14, 2012.

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

(d) Exhibits.

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## Forward-Looking Statements

This Current Report on Form 8-K may contain certain forward-looking statements, including statements with regard to the future performance 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, and some of these factors are enumerated in the filings the Company makes with the SEC. 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.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
4.1	Amended and Restated Distribution Reinvestment Plan, effective as of October 31, 2012.
99.1	Press release dated September 12, 2012.

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**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: September 12, 2012

By: /s/ Michael C. Forman  
Michael C. Forman  
President and Chief Executive Officer

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**EXHIBIT INDEX**

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## AMENDED AND RESTATED DISTRIBUTION REINVESTMENT PLAN

OF

## FS INVESTMENT CORPORATION

Effective as of October 31, 2012

FS Investment Corporation, a Maryland corporation (the "**Corporation**"), hereby adopts the following plan (the "**Plan**") with respect to distributions declared by its board of directors (the "**Board of Directors**") on shares of its common stock (the "**Common Shares**");

1. Each stockholder of record may enroll in the Plan by providing the Plan Administrator (as defined below) with written notice, except that a stockholder may only participate in the Plan, and sales to a stockholder under the Plan may only occur, if the Corporation maintains its registration, or an exemption from registration is available, in the stockholder's state of residence. To enroll in the Plan, such stockholder shall notify DST Systems, Inc., the Plan administrator and the Corporation's transfer agent and registrar (collectively the "**Plan Administrator**"), in writing so that such notice is received by the Plan Administrator no later than the record date fixed by the Board of Directors for the distribution involved. If a stockholder elects to enroll in the Plan, all distributions thereafter declared by the Board of Directors shall be payable in Common Shares as provided herein, and no action shall be required on such stockholder's part to receive a distribution in Common Shares. If a stockholder wishes to receive its distributions in cash, no action is required.

2. Subject to the Board of Directors' discretion and applicable legal restrictions, the Corporation intends to authorize and declare ordinary cash distributions on a monthly basis or on such other date or dates as may be fixed from time to time by the Board of Directors to stockholders of record as of the close of business on the record date for the distribution involved.

3. The Corporation shall use newly-issued Common Shares to implement the Plan. The number of newly-issued Common Shares to be issued to a stockholder shall be determined by dividing the total dollar amount of the distribution payable to such stockholder by the Issuance Price. The "**Issuance Price**" shall mean a price per Common Share, determined by the Board of Directors or a committee thereof, in its sole discretion, that is (i) not less than the net asset value per Common Share determined in good faith by the Board of Directors or a committee thereof, in its sole discretion, immediately prior to the payment of the distribution (the "**NAV Per Share**") and (ii) not more than 2.5% greater than the NAV Per Share as of such date. There will be no selling commissions, dealer manager fees or other sales charges on Common Shares issued to a stockholder under the Plan.

4. The Plan Administrator will set up an account for Common Shares acquired pursuant to the Plan for each stockholder who has elected to enroll in the Plan (each a "**Participant**"). The Plan Administrator may hold each Participant's Common Shares, together with the Common Shares of other Participants, in non-certificated form in the Plan Administrator's name or that of its nominee. If a Participant's Common Shares are held by a broker or other financial intermediary, the Participant may "opt in" to the Plan by notifying its broker or other financial intermediary of its election.

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5. Distributions on fractional Common Shares will be credited to each Participant's account. In the event of termination of a Participant's account under the Plan, the Plan Administrator will adjust for any such undivided fractional interest in cash at the Issuance Price of the Common Shares in effect at the time of termination.

6. Common Shares issued pursuant to the Plan will have the same voting rights as all other Common Shares issued by the Corporation. The Plan Administrator will forward to each Participant any Corporation related proxy solicitation materials and each Corporation report or other communication to stockholders, and will vote any Common Shares held by it under the Plan in accordance with the instructions set forth on proxies returned by Participants to the Corporation.

7. In the event that the Corporation makes available to its stockholders rights to purchase additional Common Shares or other securities, the Common Shares held by the Plan Administrator for each Participant under the Plan will be used in calculating the number of rights to be issued to the Participant. Transaction processing may either be curtailed or suspended until the completion of any stock dividend, stock split or corporate action.

8. The Plan Administrator's service fee, if any, and expenses for administering the Plan will be paid for by the Corporation. Except as otherwise described herein, there will be no brokerage charges or other charges to stockholders who participate in the Plan.

9. Each Participant may terminate his, her or its account under the Plan by filling out the transaction request form located at the bottom of the Participant's Plan statement and sending it to the Plan Administrator at FS Investment Corporation, P.O. Box 219095, Kansas City, Missouri 64121-9095, or by calling the Plan Administrator's Interactive Voice Response System at (877) 628-8575. Such termination will be effective immediately if the Participant's notice is received by the Plan Administrator at least 2 days prior to any distribution record date; otherwise, such termination will be effective only with respect to any subsequent distribution. The Plan may be terminated by the Corporation upon notice in writing mailed to each Participant at least 30 days prior to any record date for the payment of any distribution by the Corporation. Upon termination, the Plan Administrator will credit the Participant's account for the full Common Shares held for the Participant under the Plan and a cash adjustment for any fractional Common Shares to be delivered to the Participant without charge to the Participant. If a Participant elects by his, her or its written notice to the Plan Administrator in advance of termination to have the Plan Administrator sell part or all of his, her or its Common Shares and remit the proceeds to the Participant, the Plan Administrator is authorized to deduct a \$15 transaction fee plus a \$0.10 per share brokerage commission from the proceeds.

10. These terms and conditions may be amended or supplemented by the Corporation at any time but, except when necessary or appropriate to comply with applicable law or the rules or policies of the Securities and Exchange Commission or any other regulatory authority, only by mailing to each Participant appropriate written notice at least 30 days prior to the effective date thereof. The amendment or supplement shall be deemed to be accepted by each Participant unless, prior to the effective date thereof, the Plan Administrator receives written notice of the termination of his, her or its account under the Plan. Any such amendment may include an appointment by the Plan Administrator in its place and stead of a successor agent under these terms and conditions, with full power and authority to perform all or any of the acts to be performed by the Plan Administrator under these terms and conditions. Upon any such appointment of any agent for the purpose of receiving dividends and distributions, the Corporation will be authorized to pay to such successor agent, for each Participant's account, all dividends and distributions payable on Common Shares held in the Participant's name or under the Plan for retention or application by such successor agent as provided in these terms and conditions.

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11. The Plan Administrator will at all times act in good faith and use its best efforts within reasonable limits to ensure its full and timely performance of all services to be performed by it under the Plan and to comply with applicable law, but assumes no responsibility and shall not be liable for loss or damage due to errors, unless such error is caused by the Plan Administrator's negligence, bad faith, or willful misconduct or that of its employees or agents.

12. These terms and conditions shall be governed by the laws of the State of Maryland.

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**FOR IMMEDIATE RELEASE****FS Investment Corporation Declares Regular Cash Distribution to be Paid in September**

PHILADELPHIA, PA, September 12, 2012 – On September 6, 2012, the board of directors (the “Board”) of FS Investment Corporation (“FSIC”) declared a regular monthly cash distribution of \$0.0675 per share (an annualized rate of 7.50% based on FSIC’s last established public offering price of \$10.80 per share), which will be paid on September 28, 2012 to stockholders of record on September 27, 2012.

**About FS Investment Corporation**

FSIC, an investment fund sponsored by Franklin Square Capital Partners (“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, an affiliate of GSO Capital Partners LP (“GSO”). GSO, with approximately \$50.5 billion in assets under management as of June 30, 2012, is the credit platform of The Blackstone Group L.P. For more information, please visit [www.fsinvestmentcorp.com](http://www.fsinvestmentcorp.com).

**About Franklin Square Capital Partners**

Franklin Square is a national sponsor and distributor of alternative investment products structured for the mainstream investor. Founded in 2007 by an experienced group of alternative investment industry professionals, Franklin Square’s goal is to bring the benefits of an institutional-class investment portfolio to investors through exposure to innovative alternative investment products managed by what it deems to be best-in-class alternative asset managers. Franklin Square believes that institutional investment portfolios, with their access to the strong return potential and diversifying power of alternative assets, are better-suited to manage risk and generate above-market returns than their traditional counterparts. Franklin Square is committed to best practices and transparency, including a commitment to not fund distributions with offering proceeds or borrowings, mark-to-market pricing and a significant sponsor investment in its products. Franklin Square distributes its sponsored financial products to the broker-dealer community through its affiliated wholesaling broker-dealer, FS<sup>2</sup> Capital Partners, LLC. For more information, please visit [www.franklinsquare.com](http://www.franklinsquare.com).

**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 a Form 1099-DIV.

The payment of future distributions on 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.

**Forward-Looking Statements**

This announcement may contain certain forward-looking statements, including statements with regard to the future performance 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 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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