

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Forman Michael C.</u>  (Last) (First) (Middle) <u>C/O FS INVESTMENT CORP.</u> <u>CIRA CENTRE 2929 ARCH STREET, SUITE 675</u>  (Street) <u>PHILADELPHIA PA 19104</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FS Investment CORP [ FSIC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/01/2014		p <sup>(1)</sup>		37,839	A	\$10.3404	37,839	I	By Franklin Square Holdings, L.P.
Common Stock	08/01/2014		p <sup>(2)</sup>		8,192	A	\$10.3478	8,192	I	By FSIC Holdings, LLC
Common Stock	08/04/2014		p <sup>(3)</sup>		11,307	A	\$10.3492	49,146	I	By Franklin Square Holdings, L.P.
Common Stock	08/04/2014		p <sup>(4)</sup>		2,300	A	\$10.35	10,492	I	By FSIC Holdings, LLC
Common Stock								5,565.875 <sup>(5)</sup>	I	By Trust
Common Stock								9,159.62 <sup>(5)</sup>	I	By Spouse
Common Stock								2,302.497 <sup>(5)</sup>	I	By Trust FBO Minor Children
Common Stock								8,126.217 <sup>(5)</sup>	I	In 401(k) account
Common Stock								123,593.43 <sup>(5)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. These purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Franklin Square Holdings, L.P. on June 12, 2014 (the "FSH Trading Plan") in multiple transactions at prices ranging from \$10.30 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price. The reporting person disclaims beneficial ownership of these shares except to the extent of his

pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this Footnote to Form 4.

2. These purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by FSIC Holdings, LLC on June 12, 2014 (the "FSIC Trading Plan") in multiple transactions at prices ranging from \$10.31 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this Footnote to Form 4.

3. These purchases reported in this Form 4 were effected pursuant to the FSH Trading Plan in multiple transactions at prices ranging from \$10.34 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this Footnote to Form 4.

4. These purchases reported in this Form 4 were effected pursuant to the FSIC Trading Plan in multiple transactions each at \$10.35. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

5. Includes shares received through stock distributions and shares purchased through reinvested distributions.

/s/ Michael C. Forman

08/05/2014

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**