
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 11, 2015**

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.)

201 Rouse Boulevard
Philadelphia, Pennsylvania
(Address of principal executive offices)

19112
(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 May 11, 2015, FS Investment Corporation (the “Company”) issued a press release (the “Press Release”) providing an overview of its operating results for the quarter ended March 31, 2015.

A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On May 11, 2015, in the Press Release, the Company announced that its board of directors has declared a regular cash distribution for the second quarter of \$0.22275 per share, which will be paid on or about July 2, 2015 to stockholders of record as of the close of business on June 24, 2015. The Press Release is incorporated herein by reference.

The Company will make available under the “Presentations and Reports” page within the “Investor Relations” section of the Company’s website (www.fsinvestmentcorp.com) a presentation providing an overview of the Company’s operating results for the quarter ended March 31, 2015 in advance of its previously announced May 12, 2015 conference call.

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 common stock may 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 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 11, 2015.

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 11, 2015

By: /s/ Stephen S. Sypherd
Stephen S. Sypherd
Vice President

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
99.1	Press Release, dated May 11, 2015.



**FS Investment Corporation Reports First Quarter 2015 Financial Results
and Declares Regular Distribution for Second Quarter**

PHILADELPHIA, PA, May 11, 2015 – FS Investment Corporation (NYSE: FSIC), a publicly traded business development company focused on providing customized credit solutions to private middle market U.S. companies, announced its operating results for the quarter ended March 31, 2015 and declared its second quarter 2015 regular distribution.

Financial Highlights for the Quarter Ended March 31, 2015¹

- **Net investment income of \$0.21 per share, compared to \$0.22 per share for the quarter ended March 31, 2014**
- **Adjusted net investment income of \$0.23 per share, compared to \$0.23 per share for the quarter ended March 31, 2014.² Adjusted net investment income for the quarters ended March 31, 2015 and 2014 excludes accruals for capital gains incentive fees**
- **Total net realized and unrealized gain on investments of \$0.08 per share, compared to \$0.10 per share for the quarter ended March 31, 2014**
- **Paid cash distributions to stockholders totaling \$0.22275 per share³**
- **Committed \$193 million to direct originations, 99% of which were in senior secured debt (first and second lien senior secured loans and senior secured bonds)**
- **Net asset value increased to \$9.90 per share from \$9.83 per share as of December 31, 2014**

Michael C. Forman, Chairman and Chief Executive Officer of FSIC, commented, "Our solid results for the first quarter reflect our high quality portfolio, differentiated model and strong partnership with GSO / Blackstone. We remain dedicated to continuing to fully earn our quarterly distributions, and we believe we are well-positioned to generate reliable and sustainable income for our stockholders, as well as to capitalize on the growing opportunity for non-bank lenders."

Declaration of Regular Distribution for Second Quarter 2015

FSIC's board of directors has declared a regular cash distribution for the second quarter of \$0.22275 per share, which will be paid on or about July 2, 2015 to stockholders of record as of the close of business on June 24, 2015.

Operating Results

(all per share amounts are basic and diluted) ¹	Three Months Ended		
	March 31, 2015	December 31, 2014	March 31, 2014
Net investment income per share	\$ 0.21	\$ 0.28	\$ 0.22
Adjusted net investment income per share ²	\$ 0.23	\$ 0.24	\$ 0.23
Total net realized and unrealized gain (loss) on investments per share	\$ 0.08	\$ (0.33)	\$ 0.09
Net increase (decrease) in net assets resulting from operations (Earnings per Share)	\$ 0.29	\$ (0.04)	\$ 0.31
Stockholder distributions per share ³	\$ 0.2228	\$ 0.3228	\$ 0.2160
Net asset value per share at period end	\$ 9.90	\$ 9.83	\$ 10.28

Portfolio Highlights

- As of March 31, 2015, the fair value of investments was \$4.2 billion.
- Core investment strategies⁴ represented 95% of the portfolio by fair value as of March 31, 2015, including 77% from direct originations and 18% from opportunistic investments. Broadly syndicated/other investments represented the remaining 5% of the portfolio by fair value as of March 31, 2015.
- Gross portfolio yield prior to leverage (based on amortized cost and excluding non-income producing assets)⁵ as of March 31, 2015 was 10.5%, compared to 10.4% as of December 31, 2014.
- One new investment was placed on non-accrual during the first quarter. As of March 31, 2015, investments on non-accrual represented 0.5% of FSIC's total portfolio based on fair value.⁶

Total Portfolio Activity

(dollar amounts in thousands)	Three Months Ended March 31, 2015
Purchases	\$ 191,510
Sales and redemptions	(237,355)
Net portfolio activity	\$ (45,845)

	As of March 31, 2015
Total fair value of investments	\$ 4,161,683
Total assets	\$ 4,364,352

Portfolio Data	As of March 31, 2015
Number of Portfolio Companies	110
Average Annual EBITDA of Portfolio Companies	\$ 151,400
Weighted Average Purchase Price of Investments (as a % of par or stated value)	97.8%
% of Investments on Non-Accrual (based on fair value) ⁶	0.5%

Asset Class (based on fair value)	
Senior Secured Loans — First Lien	53%
Senior Secured Loans — Second Lien	17%
Senior Secured Bonds	8%
Subordinated Debt	11%
Collateralized Securities	3%
Equity/Other	8%

Portfolio Composition by Strategy (based on fair value) ⁴	
Direct Originations	77%
Opportunistic	18%
Broadly Syndicated/Other	5%

Interest Rate Type (based on fair value)	
% Variable Rate	68.7%
% Fixed Rate	23.1%
% Income Producing Equity/Other Investments	3.1%
% Non-Income Producing Equity/Other Investments	5.1%

Yields ⁵	
Gross Portfolio Yield Prior to Leverage (based on amortized cost)	10.0%
Gross Portfolio Yield Prior to Leverage (based on amortized cost) — Excluding Non-Income Producing Assets	10.5%

Direct Origination Activity

(dollar amounts in thousands)	Three Months Ended March 31, 2015	
New Direct Originations		
Total Commitments (including unfunded commitments)	\$	192,643
Exited Investments (including partial paydowns)		(146,077)
Net Direct Originations	\$	46,566
New Direct Originations by Asset Class (including unfunded commitments)		
Senior Secured Loans — First Lien		89%
Senior Secured Loans — Second Lien		10%
Senior Secured Bonds		—
Subordinated Debt		0%
Collateralized Securities		—
Equity/Other		1%
Average New Direct Origination Commitment Amount	\$	24,080
Weighted Average Maturity for New Direct Originations		12/26/19
Gross Portfolio Yield Prior to Leverage (based on amortized cost) of New Direct Originations during Period ⁵		10.0%
Gross Portfolio Yield Prior to Leverage (based on amortized cost) of New Direct Originations during Period — Excluding Non-Income Producing Assets ⁵		10.1%
Gross Portfolio Yield Prior to Leverage (based on amortized cost) of Direct Originations Exited during Period ⁵		8.5%
Characteristics of All Direct Originations held in Portfolio		
	As of March 31, 2015	
Direct Originations, at fair value	\$	3,212,508
Number of Portfolio Companies		53
Average Annual EBITDA of Portfolio Companies	\$	50,700
Average Leverage Through Tranche of Portfolio Companies — Excluding Equity/Other and Collateralized Securities		4.8x
% of Investments on Non-Accrual		—
Gross Portfolio Yield Prior to Leverage (based on amortized cost) of Funded Direct Originations		9.8%
Gross Portfolio Yield Prior to Leverage (based on amortized cost) of Funded Direct Originations — Excluding Non-Income Producing Assets		10.3%

Balance Sheet Summary

(in thousands, except per share amounts)	As of	
	March 31, 2015	December 31, 2014
Assets		
Investments, at fair value	\$ 4,161,683	\$ 4,183,447
Cash	88,880	96,844
Receivable for investments sold and repaid	40,961	8,976
Interest receivable	59,245	51,814
Deferred financing costs	12,238	13,097
Prepaid expenses and other assets	1,345	708
Total assets	\$ 4,364,352	\$ 4,354,886
Liabilities		
Payable for investments purchased	\$ 832	\$ 28,095
Credit facilities payable	174,005	188,827
Unsecured notes payable	725,000	725,000
Repurchase agreement payable	950,000	950,000
Stockholder distributions payable	53,706	17,885
Management fees payable	19,073	19,560
Accrued capital gains incentive fees	24,823	21,075
Subordinated income incentive fees payable	13,905	13,089
Administrative services expense payable	613	1,410
Interest payable	14,983	15,850
Directors' fees payable	288	296
Deferred financing costs payable	—	473
Other accrued expenses and liabilities	1,412	6,340
Total liabilities	\$ 1,978,640	\$ 1,987,900
Stockholders' Equity		
Preferred stock, \$0.001 par value	—	—
Common stock, \$0.001 par value	\$ 241	\$ 241
Capital in excess of par value	2,260,554	2,258,548
Accumulated undistributed net realized gains on investments and gain/loss on foreign	37,153	33,758

currency				
Accumulated undistributed (distributions in excess of) net investment income		66,601		68,658
Net unrealized appreciation (depreciation) on investments and gain/loss on foreign currency		21,163		5,781
Total stockholders' equity	\$	2,385,712	\$	2,366,986
Total liabilities and stockholders' equity	\$	4,364,352	\$	4,354,886
Net asset value per share of common stock at year end	\$	9.90	\$	9.83

Reconciliation of Non-GAAP Financial Measures¹

	Three Months Ended ¹		
	March 31, 2015	December 31, 2014	March 31, 2014
GAAP net investment income per share	\$ 0.21	\$ 0.28	\$ 0.22
Plus capital gains incentive fees per share	0.02	(0.07)	0.02
Plus excise taxes per share	—	0.02	—
Plus one-time expenses per share	—	0.01	—
Adjusted net investment income per share²	\$ 0.23	\$ 0.24	\$ 0.23

- 1) The per share data was derived by using the weighted average shares of FSIC's common stock outstanding during the applicable period. Per share numbers may not sum due to rounding.
- 2) Adjusted net investment income is a non-GAAP financial measure. Adjusted net investment income is presented for all periods as GAAP net investment income excluding (i) the accrual for the capital gains incentive fee for realized and unrealized gains; (ii) excise taxes; and (iii) certain non-recurring operating expenses that are one-time in nature and are not representative of ongoing operating expenses incurred during FSIC's normal course of business (referred to herein as one-time expenses). FSIC uses this non-GAAP financial measure internally in analyzing financial results and believes that the use of this non-GAAP financial measure is useful to investors as an additional tool to evaluate ongoing results and trends and in comparing its financial results with other business development companies. The presentation of this additional information is not meant to be considered in isolation or as a substitute for financial results prepared in accordance with GAAP. A reconciliation of GAAP net investment income to adjusted net investment income can be found above.
- 3) The per share data for distributions reflects the amount of distributions per share of FSIC's common stock declared by FSIC's board of directors on January 13, 2015 and paid on April 2, 2015 to stockholders of record as of the close of business on March 25, 2015.
- 4) See FSIC's quarterly report on Form 10-Q for the three months ended March 31, 2015 for a description of FSIC's investment strategies.
- 5) Gross portfolio yield represents the expected annualized yield of FSIC's investment portfolio based on the composition of the portfolio as of the applicable date.
- 6) Interest income is recorded on an accrual basis. Generally, investments are placed on non-accrual when the collection of future interest and principal payments is uncertain.

Conference Call Information

FSIC will host a conference call at 11:00 a.m. (Eastern Time) on Tuesday, May 12, 2015, to discuss its first quarter 2015 results. All interested parties are welcome to participate. You can access the conference call by dialing 1 (800) 446-1671 and using the conference ID 39478269 approximately 10 minutes prior to the call. The conference call will also be webcast, which can be accessed from the Investor Relations section of FSIC's website at www.fsinvestmentcorp.com under Presentations and Reports.

A replay of the call will be available for a period of 30 days following the call by visiting the Investor Relations section of FSIC's website at www.fsinvestmentcorp.com under Presentations and Reports.

Supplemental Information

An investor presentation of financial information will be made available prior to the call in the Investor Relations section of FSIC's website at www.fsinvestmentcorp.com under Presentations and Reports.

About FS Investment Corporation

FS Investment Corporation (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"). GSO, with approximately \$75.0 billion in assets under management as of March 31, 2015, 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 \$14.9 billion in assets as of December 31, 2014 and is the largest manager of BDC assets with approximately \$13.8 billion in BDC assets as of December 31, 2014. For more information, please visit www.franklinsquare.com.

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Other Information

The information in this press release is summary information only and should be read in conjunction with FSIC's quarterly report on Form 10-Q for the quarterly period ended March 31, 2015, which FSIC filed with the U.S. Securities and Exchange Commission (the "SEC") on May 11, 2015, as well as FSIC's other reports filed with the SEC. A copy of FSIC's quarterly report on Form 10-Q for the quarterly period ended March 31, 2015 and FSIC's other reports filed with the SEC can be found on FSIC's website at www.fsinvestmentcorp.com and the SEC's website at www.sec.gov.

Certain Information About Distributions

The determination of the tax attributes of FSIC's distributions is made annually as of the end of its 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 timing and amount of any future distributions on FSIC's shares of common stock are subject to applicable legal restrictions and the sole discretion of its board of directors. There can be no assurance as to the amount or timing of any such future distributions.

FSIC may fund its cash distributions to stockholders from any sources of funds legally available to it, including proceeds from the sale of shares of FSIC's common stock, borrowings, net investment income from operations, capital gains proceeds from the sale of assets, non-capital gains proceeds from the sale of assets and dividends or other distributions paid to it on account of preferred and common equity investments in portfolio companies. FSIC has not established limits on the amount of funds it may use from available sources to make distributions. There can be no assurance that FSIC will be able to pay distributions at a specific rate or at all.

Forward-Looking Statements and Important Disclosure Notice

This announcement 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 generally due 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 FSIC's common stock trade on the New York Stock Exchange. Some of these factors are enumerated in the filings FSIC makes with the SEC. FSIC undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The press release above contains summaries of certain financial and statistical information about FSIC. The information contained in this press release is summary information that is intended to be considered in the context of FSIC's SEC filings and other public announcements that FSIC may make, by press release or otherwise, from time to time. FSIC undertakes no duty or obligation to update or revise the information contained in this press release. In addition, information related to past performance, while helpful as an evaluative tool, is not necessarily indicative of future results, the achievement of which cannot be assured. Investors should not view the past performance of FSIC, or information about the market, as indicative of FSIC's future results.

Individual investors and endowments may have different investment horizons, liquidity needs and risk tolerances. In addition, fees that may be incurred by an investor in a fund sponsored by Franklin Square may be different than fees incurred by an endowment investing in similar assets as those in which the funds invest.

Non-GAAP Financial Measures

This press release contains certain financial measures that have not been prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). FSIC uses these non-GAAP financial measures internally in analyzing financial results and believes that the use of these non-GAAP financial measures is useful to investors as an additional tool to evaluate ongoing results and trends and in comparing FSIC's financial results with other BDCs.

Non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP financial measures, and should be read only in conjunction with FSIC's consolidated financial statements prepared in accordance with GAAP. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP measures has been provided in this press release, and investors are encouraged to review the reconciliation.
