

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

FS INVESTMENT CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:



June 26, 2013

Dear Fellow Stockholder:

We are pleased to inform you of two important events for stockholders of FS Investment Corporation (FSIC), Franklin Square's alternative investment fund designed to provide meaningful current income and capital appreciation.

The regular monthly distribution has been raised from \$0.0675 to \$0.06975 per share. The annualized distribution rate based on our last offered price of \$10.80 now stands at 7.75%. For stockholders that invested in FSIC at inception, their current regular monthly distribution rate is 10.3%, taking into account the benefit of stock distributions. The increase marks our 40th consecutive distribution and the fifth time we have increased our regular monthly distribution. In fact, since FSIC's inception, we have *never* decreased its distribution amount and our distributions have *never* been paid from offering proceeds or borrowings.*

As previously announced, we are pursuing a liquidity event for FSIC, which will likely be a listing of our stock on a national exchange. We believe a listing is the best avenue to maximize value for you, our stockholder. Market and other conditions permitting, we are planning to complete our listing by the end of the first quarter of 2014. Before we can list, we must successfully complete this year's FSIC proxy process. If you have not already voted, please do so by calling 1-877-807-6385. Any delay in achieving the required vote could delay the listing process.

The FSIC portfolio continues to perform well and we remain focused on our primary strategy of investing in senior secured, floating rate loans. We are gratified that we have been able to meet our investors' expectations of stable, consistent income, and we are proud of our performance. Though future results cannot be predicted, we expect our distribution rate will continue to increase in the coming months.

While our listing is likely several months away, we will be communicating with you on a regular basis. If you have any questions, please feel free to contact your financial advisor or visit our website at www.fsinvestmentcorp.com.

Thank you for your partnership as together we prepare FSIC for a potential public listing.

Sincerely,

Michael C. Forman
Chairman and Chief Executive Officer
FS Investment Corporation

** Distributions are not guaranteed and as such, there can be no assurance as to the amount or timing of any future distributions on FSIC's common stock.*
