

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): **March 23, 2011**

FS Investment Corporation

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

0-53424
(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 March 23, 2011, FS Investment Corporation (the “Company”) issued a press release providing an overview of its operating results for the fiscal year ended December 31, 2010. The Company also provided details on its previously announced quarterly stockholder update conference call to discuss these results. A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	Press release dated March 23, 2011.

SIGNATURES

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: March 23, 2011

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

EXHIBIT INDEX

**EXHIBIT
NUMBER**

DESCRIPTION

[99.1](#)

[Press release dated March 23, 2011.](#)



FOR IMMEDIATE RELEASE

FS Investment Corporation Provides Operational Update and Announces Details of Quarterly Stockholder Conference Call

PHILADELPHIA, PA, March 23, 2011 – FS Investment Corporation (“FSIC”), a business development company focused on investing in the debt securities of private U.S. companies, provides an overview of its operating results for the fiscal year ended December 31, 2010. As previously announced, FSIC will hold its quarterly stockholder update conference call at 2:00 p.m. EDT on March 24, 2011 to discuss these results.

Financial Highlights

- FSIC raised gross proceeds of approximately \$324.4 million during fiscal 2010, and total gross proceeds since commencing its continuous public offering of approximately \$576.4 million through March 15, 2011.
- During the year ended December 31, 2010, FSIC’s portfolio generated:
 - Total GAAP net investment income of approximately \$9.4 million, or \$0.40 per share;
 - Total gains and appreciation of approximately \$18.9 million, or \$0.81 per share, consisting of net realized gains of approximately \$9.1 million, or \$0.39 per share, and net unrealized appreciation of approximately \$9.8 million, or \$0.42 per share; and
 - A GAAP total return of 13.08%.
- During fiscal 2010, FSIC paid out cash distributions to investors totaling \$0.87 per share (8.1% annualized yield based on the current \$10.75 offering price).
- Pursuant to its share repurchase program, during fiscal 2010, FSIC repurchased 228,950 shares of common stock. Such shares were repurchased at a price of \$9.36 per share for aggregate consideration of approximately \$2.1 million.

Recent Notable Announcements

- On February 1, 2011, FSIC announced an increase in its public offering price from \$10.65 to \$10.70 per share. On February 16, 2011, FSIC announced an increase in its public offering price from \$10.70 to \$10.75 per share. The purpose of these actions was to ensure that FSIC’s net asset value per share did not exceed its net offering price, as required by the Investment Company Act of 1940, as amended.

FSIC’s Chairman and Chief Executive Officer, Michael C. Forman, commented, “We are delighted with our performance in our second year of operations, having generated significant gains in our portfolio investments and income to our stockholders in the form of cash distributions. At an effective annualized distribution yield, including special cash distributions paid during the year, of over 8%, FSIC has to date demonstrated how our strategy can produce competitive returns relative to other fixed income securities, even in a low interest rate environment. Further, I am pleased to announce that no portion of our distributions to date have represented a return of capital to our investors.”

“Finally, we would like to thank our stockholders and their financial advisors for investing with us. You should know that your continued trust and support is deeply appreciated.”

“Please join me and our team on Thursday, March 24th at 2:00 p.m. EDT as we discuss our 2010 performance as well as our outlook for 2011.”

Investor Update Call

FSIC will hold its fourth quarter investor update call on Thursday, March 24, 2011, at 2:00 p.m. EDT. In order to participate, interested parties should dial (888) 674-0224 at least 10 minutes prior to the beginning of the conference call. A live webcast and a subsequent archive of the call for replay will be available. Links for these can be found under the "Investor Relations" section of FSIC's website (<http://www.fsinvestmentcorp.com>), and will be available for a period of 30 days following the call.

Forward-Looking Statements

This press release 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.

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 \$31 billion in assets under management together with certain of its affiliates as of December 31, 2010, is the global credit platform of The Blackstone Group L.P. For more information, please visit www.fsinvestmentcorp.com.

About Franklin Square Capital Partners

Franklin Square is a national distributor and sponsor 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 distributes its sponsored financial products to the broker-dealer community through its affiliated wholesaling broker-dealer, FS² Capital Partners, LLC. For more information, please visit www.franklinsquare.com.