

**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:



**FS INVESTMENT  
CORPORATION**  
A Business Development Company



Dear Name,

**PLEASE ENCOURAGE YOUR CLIENTS TO VOTE!**

**We need your help. Please encourage your clients to respond to the proxy solicitation by voting in favor of each of the proposals described in the proxy materials by June 19, 2013.**

FS Investment Corporation (FSIC) intends to seek a liquidity event for stockholders in the form of a listing of FSIC's common stock on a national securities exchange within the next 12 months, subject to market conditions and other factors. To facilitate a listing, FSIC is seeking approval from its stockholders to, among other things, amend its charter and its investment advisory and administrative services agreement. Your clients have recently received proxy materials along with FSIC's 2012 annual report by mail or e-mail. Please encourage your clients to read the proxy materials. They describe in detail the proposals to be considered by FSIC's stockholders at the upcoming annual meeting of stockholders.

More information and additional details will be shared regarding the FSIC listing in the coming months. Thank you in advance for helping us with the proxy. It is an important first step towards listing.

Best regards,

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

**How to Help Your  
Clients Vote**

**1. Online**

[www.proxyvote.com](http://www.proxyvote.com)

Your client must have their proxy card in hand when accessing the website. There are easy-to-follow directions that will enable your client to complete an electronic voting instruction form.

**2. By Phone**

**WITHOUT A PROXY CARD**  
Call **877-807-6385** Monday to Friday, 9:00 a.m. to 9:00 p.m. EST to speak with a proxy specialist.

**WITH A PROXY CARD**

Call **800-690-6903** with a touch-tone phone to vote using an automated system.

**3. By Mail**

Vote Processing  
c/o Broadridge  
51 Mercedes Way  
Edgewood, NY 11717  
Have your client mark, sign and date his or her proxy card and return it in the postage-paid envelope provided or to the address above.

**Proxy Questions?**

Call **877-807-6385**

**General Questions?**

Call **877-372-9880**

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