

**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>Adelman David J.</u>  (Last) (First) (Middle) <u>C/O FS INVESTMENT CORPORATION</u> <u>201 ROUSE BOULEVARD</u>  (Street) <u>PHILADELPHIA PA 19112</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	01/11/2016		p <sup>(1)</sup>		59,000	A	\$8.3856	760,719	I	By Franklin Square Holdings, L.P.
Common Stock	01/12/2016		p <sup>(2)</sup>		59,086	A	\$8.2197	819,805	I	By Franklin Square Holdings, L.P.
Common Stock								34,063	D	
Common Stock								150,000	I	By Darco Capital, LP <sup>(3)</sup>
Common Stock								22,228	I	By Darco Investments, LLC <sup>(4)</sup>

**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:**

- The purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by Franklin Square Holdings, L.P. in multiple transactions at prices ranging from \$7.92 to \$8.76, inclusive. The price reported in Column 4 is the weighted average price. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased in each transaction. The reporting person disclaims beneficial ownership of any shares held by Franklin Square Holdings, L.P. that exceed 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 purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by Franklin Square Holdings, L.P. in multiple transactions at prices ranging from \$8.11 to \$8.34, inclusive. The price reported in Column 4 is the weighted average price. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased in each transaction. The reporting person disclaims beneficial ownership of any shares held by Franklin Square Holdings, L.P. that exceed 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.
- Darco Capital, LP is a limited partnership controlled by the reporting person. The reporting person disclaims beneficial ownership of any shares held by Darco Capital, LP that exceed his pecuniary interest therein.
- Darco Investments, LLC is a limited liability company controlled by the reporting person. The reporting person disclaims beneficial ownership of any shares held by Darco Investments, LLC that exceed his pecuniary interest therein.

/s/ Stephen S. Sypherd,  
Attorney-in-Fact

01/12/2016

\*\* 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.**