
**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): December 3, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with its approval of the Agreement and Plan of Merger, dated as of July 22, 2018, by and among FS Investment Corporation (the “Company”), Corporate Capital Trust, Inc. (“CCT”), IC Acquisition, Inc., a wholly owned subsidiary of the Company, and FS/KKR Advisor, LLC (the “Advisor”), the board of directors of the Company approved an amendment to the Second Articles of Amendment and Restatement (the “Charter”) to increase the number of authorized shares of common stock of the Company from 450,000,000 to 750,000,000 (the “Amendment”). On December 3, 2018, the Articles of Amendment effecting the Amendment were filed with the State Department of Assessments and Taxation of Maryland and became immediately effective.

The Articles of Amendment are attached hereto as Exhibit 3.1.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders (the “Annual Meeting”) on December 3, 2018. As of September 14, 2018, the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting, 239,154,069 shares of common stock were eligible to be voted, and 239,154,069 of those shares were voted in person or by proxy at the Annual Meeting. Stockholders were asked to consider and act upon the following proposals (the “Proposals”), each of which was described in the Company’s joint proxy statement/prospectus, as amended, filed with the Securities and Exchange Commission on September 18, 2018 (the “Proxy Statement”):

- Proposal No. 1 – the approval of the issuance of shares of the Company’s common stock, \$0.001 par value per share, to be issued pursuant to the Merger Agreement (such proposal is referred to as the “Merger Stock Issuance Proposal”);
- Proposal No. 2 – the election or approval of the appointment of the following individuals, in each case subject to the conditions set forth in the Proxy Statement: (a) Todd Builione as a Class B director, who has been nominated for election for a three-year term expiring at the 2021 annual meeting of the stockholders, (b) Richard Goldstein and Brian R. Ford as Class B directors, each of whom has been conditionally appointed by the Company’s board of directors to fill a vacancy and serve for a three-year term expiring at the 2021 annual meeting of the stockholders, (c) Barbara Adams, Jerel A. Hopkins and Frederick Arnold as Class C directors, each of whom has been conditionally appointed by the Company’s board of directors to fill a vacancy and serve for the remainder of a term expiring at the 2019 annual meeting of the stockholders, and (d) James H. Kropp as a Class A director, who has been conditionally appointed by the Company’s board of directors to fill a vacancy and serve for the remainder of a three-year term expiring at the 2020 annual meeting of the stockholders (such proposal is referred to as the “Director Election Proposal”);
- Proposal No. 3 – the approval for the Company in future offerings to sell its shares below NAV per share in order to provide flexibility for future sales, subject to certain limitations described in the Proxy Statement (such proposal is referred to as the “Share Issuance Proposal”); and
- Proposal No. 4 – the approval of the amendment of the Investment Advisory Agreement, dated April 9, 2018, by and between the Company and the Advisor as described in the Proxy Statement (such proposal is referred to as the “Advisory Agreement Amendment Proposal”).

The Merger Stock Issuance Proposal was approved by the Company's stockholders at the Annual Meeting. The votes for, votes against and abstentions are set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
120,989,084	4,421,972	5,802,237

The election or approval of the appointment of each individual named in the Director Election Proposal, subject in each case to the conditions set forth in the Proxy Statement, was also approved by the Company's stockholders at the Annual Meeting. The votes for and votes withheld for each director nominee are set forth below:

<u>Director Nominee</u>	<u>Votes for</u>	<u>Votes Withheld</u>
Todd Builione	125,204,843	6,008,450
Richard Goldstein	125,603,557	5,609,736
Brian R. Ford	125,534,284	5,679,009
Barbara Adams	125,695,739	5,517,554
Jerel A. Hopkins	125,597,647	5,615,646
Frederick Arnold	125,498,910	5,714,383
James H. Kropp	125,550,327	5,662,966

Barbara Adams, Frederick Arnold, Brian R. Ford, Richard Goldstein, Jerel A. Hopkins and James H. Kropp will be qualified for office as directors upon the earlier to occur of (i) the closing of the mergers contemplated by the Merger Agreement and (ii) the termination of the Merger Agreement.

The Share Issuance Proposal was also approved by the Company's stockholders at the Annual Meeting. The votes for, votes against and abstentions are set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
108,439,292	15,476,865	7,297,136

The Advisory Agreement Amendment Proposal was also approved by the Company's stockholders at the Annual Meeting. The votes for, votes against and abstentions are set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
121,707,117	3,991,823	5,514,353

Item 7.01. Regulation FD Disclosure.

On December 3, 2018, the Advisor issued a press release announcing, among other things, the voting results at the Annual Meeting. The press release is furnished herewith as Exhibit 99.1.

The information in Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

Statements included herein may constitute “forward-looking” statements as that term is defined in Section 27A of the Securities Act, and Section 21E of the Exchange Act, as amended by the Private Securities Litigation Reform Act of 1995, including statements with regard to future events or the future performance or operations of the Company and CCT (together with Company, the “Funds”). 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 to a Fund’s operations or the economy generally due to terrorism or natural disasters, future changes in laws or regulations and conditions in a Fund’s operating area, failure to consummate the business combination transaction involving the Funds, the price at which shares of the Company’s and CCT’s common stock trade on the New York Stock Exchange, uncertainties as to the timing of the consummation of the business combination transaction involving the Funds, unexpected costs, charges or expenses resulting from the business combination transaction involving the Funds, and failure to realize the anticipated benefits of the business combination transaction involving the Funds. Some of these factors are enumerated in the filings the Funds made with the Securities and Exchange Commission (the “SEC”). The inclusion of forward-looking statements should not be regarded as a representation that any plans, estimates or expectations will be achieved. Any forward-looking statements speak only as of the date of this communication. Except as required by federal securities laws, the Funds undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

Additional Information and Where to Find It

This communication relates to a proposed business combination involving the Funds. In connection with the proposed business combination, the Funds have filed relevant materials with the SEC, including a registration statement on Form N-14, which includes a prospectus of FSIC (the “Prospectus”). This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act. **STOCKHOLDERS OF THE FUNDS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROSPECTUS, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, CCT, THE BUSINESS COMBINATION TRANSACTION INVOLVING THE FUNDS.** Investors and security holders will be able to obtain the documents filed with the SEC free of charge at the SEC’s web site, <http://www.sec.gov>, from the Company’s website at www.fsinvestmentcorp.com and CCT’s website at www.corporatecapitaltrust.com.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT NUMBER

- 3.1 [Articles of Amendment to the Second Articles of Amendment and Restatement of FS Investment Corporation](#)
- 99.1 [Press Release, dated as of December 3, 2018 \(furnished herewith\)](#)

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: December 3, 2018

By: /s/ Stephen S. Sypherd

Stephen S. Sypherd
General Counsel

FS INVESTMENT CORPORATION

ARTICLES OF AMENDMENT

FS Investment Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of the State of Maryland that:

FIRST: The Corporation desires to, and hereby does, amend its charter (the "Charter") as currently in effect as hereinafter set forth.

SECOND: The Charter is hereby amended by deleting the first two sentences from Article V, Section 1 and inserting the following in place thereof:

The Corporation has authority to issue 800,000,000 shares of stock, of which 750,000,000 shares are classified as common stock, \$0.001 par value per share ("Common Stock"), and 50,000,000 shares are classified as preferred stock, \$0.001 par value per share ("Preferred Stock"). The aggregate par value of all authorized stock having par value is \$800,000.

THIRD: The amendment to the Charter as set forth above has been approved by the board of directors of the Corporation, without action by the stockholders, as permitted by Section 2-105(a)(13) of the Maryland General Corporation Law and Section 5.1 of the Charter.

FOURTH: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment was 500,000,000, consisting of 450,000,000 shares of Common Stock, \$0.001 par value per share, and 50,000,000 shares of Preferred Stock, \$0.001 par value per share. The aggregate par value of all shares of stock having par value was \$500,000.

FIFTH: The total number of shares of stock which the Corporation has authority to issue after giving effect to the foregoing amendment is 800,000,000, consisting of 750,000,000 shares of Common Stock, \$0.001 par value per share, and 50,000,000 shares of Preferred Stock, \$0.001 par value per share. The aggregate par value of all authorized shares of stock having par value is \$800,000.

SIXTH: The undersigned Chief Executive Officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalty for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer on December 3, 2018.

ATTEST:

/s/ Stephen S. Sypherd
Stephen S. Sypherd
Secretary

FS INVESTMENT CORPORATION

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

FS/KKR ANNOUNCES SHAREHOLDER APPROVAL OF MERGER OF FS INVESTMENT CORPORATION AND CORPORATE CAPITAL TRUST

FS Investment Corporation to Be Renamed FS KKR Capital Corp. and Trade under Ticker Symbol FSK on NYSE

PHILADELPHIA, PA and NEW YORK, NY – December 3, 2018 – FS/KKR Advisor, LLC (FS/KKR), a partnership between FS Investments and KKR Credit Advisors (US) LLC, today announced that the shareholders of each of FS Investment Corporation (NYSE: FSIC) and Corporate Capital Trust, Inc. (NYSE: CCT) have voted to approve the proposals related to the merger of FSIC and CCT at FSIC's and CCT's respective annual meetings of shareholders held on December 3, 2018.

Subject to the satisfaction of certain other closing conditions, FS/KKR currently expects the merger to close on or around December 19, 2018. Upon closing of the merger, FS Investment Corporation will be renamed FS KKR Capital Corp. On the day following the closing of the merger, FS KKR Capital Corp. will begin trading on the New York Stock Exchange under the ticker symbol "FSK."

In addition, on November 29, 2018, CCT's board of directors declared a conditional special cash distribution that, subject to the closing of the merger, will be payable on or about December 27, 2018. The amount of the special cash distribution, which will be announced following the closing of the merger, will equal \$0.40 per share plus any remaining estimated undistributed net investment income and net realized gains of CCT prior to the closing of the merger after giving effect to the \$0.40 per share amount. Notwithstanding the record date, CCT shareholders must remain holders until the closing of the merger to retain rights to the payment of the special cash distribution.

The record date of the special cash distribution will be the close of business on December 18, 2018 but because CCT's special cash distribution is conditioned on the closing of the merger, shares of CCT's common stock will trade with a "due bill". The holder of a share of CCT common stock that receives shares of FSIC in the merger will also receive the special cash distribution for that CCT share. **A holder that sells shares of CCT common stock following the record date will not receive the special cash distribution for the CCT shares that are sold.**

About FSIC

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. FSIC is advised by FS/KKR Advisor, LLC. For more information, please visit www.fsinvestmentcorp.com.

About CCT

Corporate Capital Trust is a BDC that provides investors an opportunity to access middle market direct lending investments. CCT is externally managed by FS/KKR Advisor, LLC, and its investment objective is to provide shareholders with current income and, to a lesser extent, long-term capital appreciation. For additional information, please visit www.corporatecapitaltrust.com.

About FS/KKR Advisor, LLC

FS/KKR Advisor, LLC is a partnership between FS Investments and KKR Credit that serves as the investment adviser to six BDCs with approximately \$17 billion in assets under management as of September 30, 2018. The BDCs managed by FS/KKR include FSIC, FS Investment Corporation II, FS Investment Corporation III, FS Investment Corporation IV, CCT and Corporate Capital Trust II.

FS Investments is a leading asset manager dedicated to helping individuals, financial professionals and institutions design better portfolios. The firm provides access to alternative sources of income and growth, and focuses on setting industry standards for investor protection, education and transparency.

FS Investments is headquartered in Philadelphia, PA with offices in New York, NY, Orlando, FL and Washington, DC. Visit fsinvestments.com to learn more.

KKR Credit is a subsidiary of KKR & Co. Inc., a leading global investment firm that manages multiple alternative asset classes, including private equity, energy, infrastructure, real estate and credit, with strategic manager partnerships that manage hedge funds. KKR aims to generate attractive investment returns for its fund investors by following a patient and disciplined investment approach, employing world-class people, and driving growth and value creation with KKR portfolio companies. KKR invests its own capital alongside the capital it manages for fund investors and provides financing solutions and investment opportunities through its capital markets business. References to KKR's investments may include the activities of its sponsored funds. For additional information about KKR & Co. Inc. (NYSE: KKR), please visit KKR's website at www.kkr.com and on Twitter @KKR_Co.

Contact Information:

Institutional Investors (FSIC)

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Forward-Looking Statements and Important Disclosure Notice

Statements included herein may constitute “forward-looking” statements as that term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, including statements with regard to future events or the future performance or operations of FSIC and CCT (together, the “Funds”). 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 to a Fund’s operations or the economy generally due to terrorism or natural disasters, future changes in laws or regulations and conditions in a Fund’s operating area, failure to consummate the business combination transaction involving the Funds, the price at which shares of FSIC’s and CCT’s common stock trade on the New York Stock Exchange, uncertainties as to the timing of the consummation of the business combination transaction involving the Funds, unexpected costs, charges or expenses resulting from the business combination transaction involving the Funds, and failure to realize the anticipated benefits of the business combination transaction involving the Funds. Some of these factors are enumerated in the filings the Funds made with the Securities and Exchange Commission (the “SEC”). The inclusion of

forward-looking statements should not be regarded as a representation that any plans, estimates or expectations will be achieved. Any forward-looking statements speak only as of the date of this communication. Except as required by federal securities laws, the Funds undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

The due bill obligations referenced above are settled customarily between the brokers representing the buyers and sellers of CCT common stock. Neither CCT nor FSIC has any obligations for either the amount of the due bill or the processing of the due bill. Buyers and sellers of CCT common stock should consult their broker before trading in CCT common stock to be sure they understand the effect of the due- bill procedures.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication relates to a proposed business combination involving the Funds. In connection with the proposed business combination, the Funds have filed relevant materials with the SEC, including a registration statement on Form N-14, which includes a prospectus of FSIC (the "Prospectus"). This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. **SHAREHOLDERS OF THE FUNDS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROSPECTUS, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT FSIC, CCT AND THE BUSINESS COMBINATION TRANSACTION INVOLVING THE FUNDS.** Investors and security holders are able to obtain the documents filed with the SEC free of charge at the SEC's website, www.sec.gov, from FSIC's website at www.fsinvestmentcorp.com and CCT's website at www.corporatecapitaltrust.com.

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