

**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

FSIC's monthly distribution increases

We are pleased to announce an increase to FS Investment Corporation's (FSIC) regular monthly distribution.*

7.75%
from 7.50%

The new annualized distribution rate increases to 7.75% from 7.50% based on the last offered price of \$10.80. For stockholders who invested at FSIC's inception, their new monthly distribution rate is 10.3% after taking in account stock distributions.

\$0.06975
from \$0.0675 per share

FSIC's regular monthly distribution increases to \$0.06975 from \$0.0675 per share.

40
consecutive
distributions

FSIC has paid 40 consecutive distributions, increased its distribution amount five times and has *never* decreased distributions or paid distributions from offering proceeds or borrowings.

FSIC's portfolio continues to perform well. FSIC remains focused on its primary strategy of investing in senior secured floating rate loans. **Though future results cannot be predicted, FSIC's regular monthly distributions may increase further if the portfolio continues to perform well.**

FSIC LISTING UPDATE

We believe listing FSIC on a national securities exchange represents the best avenue to maximize value for stockholders. This is why we intend to seek a liquidity event for stockholders by the end of first quarter, 2014, subject to market conditions and other factors.

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 calling 877-807-6385.

Your clients will receive this [stockholder letter](#) notifying them of the distribution increase and the pending listing. Please contact [877-372-9880](tel:877-372-9880) with any questions or consult www.FSInvestmentCorp.com.

FOR BROKER DEALER USE ONLY. NOT FOR PUBLIC DISTRIBUTION. This is neither an offer to sell nor a solicitation of an offer to buy the securities described herein, which can only be made by a prospectus. This sales and advertising literature must be read in conjunction with FSIC's periodic filings made with the Securities and Exchange Commission (the "SEC") in order to fully understand all of the implications and risks of investing in FSIC. Copies of these filings are available free of charge by contacting FS Investment Corporation at Cira Centre, 2929 Arch Street, Suite 675, Philadelphia, PA 19104, by phone at 215-495-1150 or by visiting its website at www.fsinvestmentcorp.com. Neither the SEC, the Attorney General of the State of New York nor any state securities regulators have approved or disapproved of these securities described herein. Any representation to the contrary is a criminal offense.

* The payment of future distributions on shares of FSIC's common stock is subject to the discretion of FSIC's board of directors and applicable legal restrictions, and therefore, there can be no assurance as to the amount or timing as to any such future distributions.

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