

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

(Amendment No. 3)

**FS INVESTMENT CORPORATION**

(Name of Subject Company (Issuer))

**FS INVESTMENT CORPORATION**

(Names of filing Persons (Offeror and Issuer))

**Common Stock, Par Value \$0.001 per share**

(Title of Class of Securities)

**302635 107**

(CUSIP Number of Class of Securities)

(Underlying Common Stock)

**Michael C. Forman**

**President and Chief Executive Officer**

**FS Investment Corporation**

**Cira Centre**

**2929 Arch Street, Suite 675**

**Philadelphia, PA 19104**

**(215) 495-1150**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

*Copies to:*

**Steven B. Boehm, Esq.**

**Sutherland Asbill & Brennan LLP**

**1275 Pennsylvania Avenue, N.W.**

**Washington, DC 20004-2415**

**CALCULATION OF FILING FEE**

TRANSACTION VALUATION

\$5,631,720.75

AMOUNT OF FILING FEE

\$653.84\*

\* The Filing Fee is calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$116.10 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify persons filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$653.84

Form or Registration No.: Schedule TO

Filing Party: FS Investment Corporation

Date Filed: February 22, 2011

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

## AMENDED AND RESTATED FINAL AMENDMENT TO TENDER OFFER STATEMENT

This Amendment No. 3 supplements and amends the Tender Offer Statement on Schedule TO (the "**Schedule TO**") filed with the Securities and Exchange Commission (the "**SEC**") on February 16, 2011 by FS Investment Corporation, a Maryland corporation ("**FSIC**" or the "**Company**"), as amended by Amendment No. 1 thereto filed with the SEC on February 22, 2011, and amends, restates and replaces in its entirety Amendment No. 2 to the Schedule TO filed with the SEC on April 5, 2011, in connection with the offer by the Company to purchase up to the lesser of (i) 582,090 shares of its issued and outstanding common stock, par value \$0.001 per share (the "**Shares**"), which number represents 2.5% of the weighted average number of Shares outstanding for the calendar year ended December 31, 2010, and (ii) the number of Shares the Company can repurchase with the proceeds it receives from the sale of Shares under its distribution reinvestment plan. The tender offer was made upon and subject to the terms and conditions set forth in the Offer to Purchase, dated February 22, 2011, and the related Letter of Transmittal (together, the "**Offer**"). The Offer terminated at 5:00 p.m., Central Time, on March 28, 2011, and a total of 158,257.993 Shares were validly tendered and not withdrawn pursuant to the Offer as of such date. In accordance with the terms of the Offer, the Company purchased all 158,257.993 Shares validly tendered and not withdrawn at a price equal to \$9.675 per Share (an amount equal to 90% of FSIC's April 1, 2011 public offering price of \$10.75 per Share) for an aggregate purchase price of approximately \$1,531,146.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 7, 2011

**FS INVESTMENT CORPORATION**

By: \_\_\_\_\_ /s/ MICHAEL C. FORMAN  
Name: Michael C. Forman  
Title: President and Chief Executive Officer