

**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:
-



FRANKLIN SQUARE
CAPITAL PARTNERS



Dear [First Name],

Franklin Square Capital Partners appreciates the trust you placed in us by advising your clients to invest in FS Investment Corporation (FSIC). We anticipate an eventful year ahead as we prepare the first non-traded business development company for a potential public listing. As announced, we intend 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 will soon receive [proxy materials](#) along with FSIC's [2012 annual report](#) by mail or e-mail. You and your clients are encouraged to carefully read the proxy materials as they describe in detail all of the proposals that are to be considered by FSIC's stockholders in connection with FSIC's upcoming annual meeting of stockholders.

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. This year's proxy process is extremely important as failure to obtain the required votes will delay the listing process. To the right are details on how investors can vote their shares.

Bringing our flagship fund to a successful listing has been one of Franklin Square's goals since FSIC was launched in 2009. We are excited to enter this phase and hope to deliver you and your clients a rewarding outcome. Thank you in advance for helping with this critical step.

Best regards,

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

How to Help Your Clients Vote

1. Online

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 create an electronic voting instruction form

2. By Phone

1-800-690-6903

Your client may use any touch-tone telephone to transmit their vote. They must have their proxy card in hand when voting.

3. By Mail

Vote Processing
c/o Broadridge
51 Mercedes Way
Edgewood, NY 11717

Have your client mark, sign and date their proxy card and return it in the postage-paid envelope provided or to the address above.

General Questions:
877-807-6385

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