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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 19, 2008

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**FS Investment Corporation**

(Exact name of Registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**0-53424**  
(Commission File Number)

**26-163040**  
(I.R.S. Employer  
Identification No.)

**Cira Centre**  
**2929 Arch Street, Suite 675**  
**Philadelphia, Pennsylvania**  
(Address of principal executive offices)

**19104-2867**  
(Zip Code)

Registrant's telephone number, including area code (215) 495-1150

**None**  
(Former name or former address, if changed since last report)

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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))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On December 19, 2008, the Board of Directors and shareholders of FS Investment Corporation (the “Company”) amended the Company’s Amended and Restated Articles of Incorporation by filing Articles of Amendment of FS Investment Corporation (the “Amendment”) with the State Department of Assessments and Taxation of the State of Maryland. The Amendment made revisions to the Company’s Amended and Restated Articles of Incorporation as a result of comments issued by securities regulators from various states in connection with their “blue sky” review of the Company’s offering. A copy of the Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On January 6, 2009, the Company issued a press release announcing that, as of January 2, 2009, excluding shares purchased by the Company’s executive officers and directors, its dealer manager and its advisor and its affiliates, the Company had received and accepted subscriptions in its offering of approximately \$2.75 million, which allowed it to successfully break escrow and admit its first public investors as shareholders.

**Item 9.01. Financial Statements and Exhibits**

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
3.1	Articles of Amendment of FS Investment Corporation, dated December 19, 2008.
99.1	Press release dated January 6, 2009.

**SIGNATURES**

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: January 6, 2009

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

**EXHIBIT LIST**

**EXHIBIT  
NUMBER**

**DESCRIPTION**

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3.1	Articles of Amendment of FS Investment Corporation, dated December 19, 2008.
99.1	Press release dated January 6, 2009.

## ARTICLES OF AMENDMENT

OF

## FS INVESTMENT CORPORATION

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

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

**SECOND:** The Charter is hereby amended by deleting the existing Section 5.3 in its entirety and substituting in lieu thereof a new Section 5.3 which reads as follows:

Section 5.3: **Preferred Stock.** The board of directors, including a majority of the independent directors, may issue shares of Preferred Stock or classify or reclassify any unissued shares of Preferred Stock from time to time, in one or more classes or series of Preferred Stock by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations, or to dividends, qualifications, or terms or conditions of redemption of the stock.

**THIRD:** The Charter is hereby amended by deleting the existing Section 7.3(b)(iv) in its entirety and substituting in lieu thereof a new Section 7.3(b)(iv) which reads as follows:

(iv) Such indemnification or agreement to hold harmless is recoverable only out of net assets and not from the stockholders.

**FOURTH:** The Charter is hereby amended by deleting the existing Section 7.5 in its entirety and substituting in lieu thereof a new Section 7.5 which reads as follows:

Section 7.5 **Express Exculpatory Clauses in Instruments.** Neither the stockholders nor the directors, officers, employees or agents of the Corporation shall be liable under any written instrument creating an obligation of the Corporation by reason of their being stockholders, directors, officers, employees or agents of the Corporation, and all Persons shall look solely to the Corporation's net assets for the payment of any claim under or for the performance of that instrument. The omission of the foregoing exculpatory language from any instrument shall not affect the validity or enforceability of such instrument and shall not render any stockholder, director, officer, employee or agent liable thereunder to any third party, nor shall the directors or any officer, employee or agent of the Corporation be liable to anyone as a result of such omission.

FIFTH: The Charter is hereby amended by deleting the existing Section 11.1 in its entirety and substituting in lieu thereof a new Section 11.1 which reads as follows:

Section 11.1 Voting Rights of Stockholders. Subject to the provisions of any class or series of shares then outstanding and the mandatory provisions of any applicable laws or regulations, upon a vote by the holders of a majority of the shares entitled to vote on a matter, stockholders may, without the necessity for concurrence by the Adviser, direct that the Corporation: (a) amend the investment advisory agreement; (b) remove the Adviser and elect a new Adviser; (c) dissolve the Corporation; or (d) approve or disapprove the sale of all or substantially all of the assets of the Corporation when such sale is to be made other than in the ordinary course of the Corporation's business. Without approval of holders of a majority of shares entitled to vote on the matter, the Corporation shall not permit the Adviser to: (a) amend the investment advisory agreement except for amendments that do not adversely affect the interests of the stockholders; (b) voluntarily withdraw as the Adviser unless such withdrawal would not affect the tax status of the Corporation and would not materially adversely affect the stockholders; (c) appoint a new Adviser; (d) sell all or substantially all of the assets of the Corporation when such sale is to be made other than in the ordinary course of the Corporation's business; or (e) cause the merger or other reorganization of the Corporation. With respect to any shares owned by the Adviser, the Adviser may not vote or consent on matters submitted to the stockholders regarding the removal of the Adviser or regarding any transaction between the Corporation and the Adviser. In determining the existence of the requisite percentage of the Corporation's shares entitled to vote on the matter and necessary to approve a matter on which the Adviser may not vote or consent pursuant to this Section 11.1, any shares of the Corporation's stock entitled to vote on the matter and owned by the Adviser shall not be included.

SIXTH: The amendments to the Charter as set forth above have been approved by the Board of Directors of the Corporation in accordance with the requirements of Section 2-605 of the Maryland General Corporation Law.

*[Remainder of Page Intentionally Left Blank]*

**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President on December 19, 2008.

FS INVESTMENT CORPORATION

Attest: /s/ Ryan Conley  
Ryan Conley  
Secretary

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



**FOR IMMEDIATE RELEASE**

### **FS Investment Corporation Breaks Escrow**

PHILADELPHIA, January 6, 2009 – FS Investment Corporation (“FSIC”), the first investment product distributed by Franklin Square Capital Partners, announced today that on January 2, 2009, it successfully broke escrow and admitted its initial public investors as shareholders. FSIC, headquartered in Philadelphia, PA, focuses on investing in the debt securities of private companies throughout the United States. FSIC has registered \$1.5 billion of securities for sale to be distributed via a continuous public offering, and now will accept investments from shareholders on a monthly basis. FSIC has been cleared to sell securities in all but five states, and will seek clearance in the remaining states (Arizona, Alabama, Oregon, New Mexico and Arkansas) in the first quarter of 2009.

“We are extremely pleased to bring FSIC, the first ever non-traded, publicly registered BDC, to market at this time. With GSO-Blackstone, a leading credit-based alternative investment manager, serving as sub-adviser to our Fund, we have high expectations for FSIC’s success,” said Michael C. Forman, Chairman and Chief Executive Officer of FSIC and CEO of its investment adviser, FB Income Advisor, LLC. Dan Smith, Senior Managing Director at GSO-Blackstone, added “we look forward to getting off to a successful start with FB Income Advisor’s team in managing FSIC, and are excited to broaden our distribution network through Franklin Square. We believe that the extreme dislocation in the credit markets, particularly in our targeted asset class of senior secured corporate loans, will present us with exceptional investment opportunities.”

#### **About FSIC**

FSIC is a publicly registered, non-traded business development company (“BDC”). A BDC, such as FSIC, is a type of investment fund that enables investors, including non-accredited investors (subject to certain state-specific suitability standards), to access the private debt and private equity asset classes. FSIC focuses on investing in the debt securities of private companies throughout the United States, and seeks to protect principal first and foremost while pursuing its investment objectives of producing current income and, secondarily, long-term capital appreciation for its investors. FSIC is managed by FB Income Advisor, LLC, an affiliate of Philadelphia-based private equity firm FB Capital Partners, LP, and is sub-advised by GSO-Blackstone Debt Funds Management LLC, an affiliate of GSO Capital Partners LP (“GSO”). GSO, with over \$25 billion in assets under management, is the global credit platform of The Blackstone Group L.P.

#### **About Franklin Square Capital Partners**

Franklin Square Capital Partners is a national distributor and sponsor of alternative investment products structured for retail investors, among others. Founded in 2007 by an





**FS INVESTMENT**  
**C O R P O R A T I O N**  
A Business Development Company

experienced group of alternative investment industry professionals, Franklin Square's goal is to bring the benefits of an institutional-class investment portfolio to investors through exposure to innovative alternative investment products managed by what it deems to be best-in-class alternative asset managers. Franklin Square believes that institutional investment portfolios, with their access to the strong return potential and diversifying power of alternative assets, are better-suited to manage risk and generate above-market returns than their traditional counterparts. Franklin Square distributes its sponsored financial products to the broker dealer community through its affiliated Orlando, FL-based wholesaling broker dealer, FS<sup>2</sup> Capital Partners. For more information, please visit [www.franklinsquare.com](http://www.franklinsquare.com).