SEC Form 4	
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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1. Name and Address of Reporting Person\*

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average bu	urden					

84		hours per response:					
_							
	5. Relationship of R (Check all applicabl	eporting Person(s) to Issuer e)					
	X Director	10% Owner					

Forman I	<u>Michael C.</u>		<u>1</u>	<u>FS Investment CORP</u> [ FSIC ]						Director Officer (give title		Owner (specify
	(First) VESTMENT CORP.	0	3. Date of Earliest Transaction (Month/Day/Year) 08/08/2014					below) below) chief Executive Officer		,		
CIRA CENTRE 2929 ARCH STREET, SUITE 675 (Street) PHILADELPHIA PA 19104 (City) (State) (Zip)				If Amendment, Date	of Origi	inal Fi	led (Month/Da	iy/Year)	6. Inc Line)	lividual or Joint/Grou Form filed by Or Form filed by Mo Person	e Reporting Per	son
		Table I - N	lon-Derivativ	ve Securities A	cquire	ed, D	isposed o	f, or B	eneficially	/ Owned		
1. Title of Se	1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	Execution Date,				Acquired (D) (Instr	d (A) or r. 3, 4 and 5)	5. Amount of Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				(Month/Day/Year)	8)	instr.				Beneficially Owned Following		Beneficial Ownership
				(Month/Day/Year)	8) Code	v	Amount	(A) or (D)	Price			Beneficial
Common S	:ock		08/08/2014	(Month/Day/Year)	<u> </u>		Amount 53,467	(A) or (D)	Price \$10.321	Owned Following Reported Transaction(s)		Beneficial Ownership

	Table II - Derivative Securitie (e.g., puts, calls, wa	s Acquired, Dis rrants, options	posed of, , convertib	or Ber le sec	neficially O urities)	wned		
Common Stock						124,496.659 <sup>(7)</sup>	D	
Common Stock						8,185.604 <sup>(7)</sup>	Ι	In 401(k) account
Common Stock						2,319.324 <sup>(7)</sup>	Ι	By Trust FBO Minor Children
Common Stock						9,226.559 <sup>(7)</sup>	Ι	By Spouse
Common Stock						5,606.551 <sup>(7)</sup>	Ι	By Trust
Common Stock	08/12/2014	<b>P</b> <sup>(6)</sup>	7,700	A	\$10.3335	54,410	Ι	By FSIC Holdings, LLC
Common Stock	08/12/2014	p <sup>(5)</sup>	40,893	A	\$10.3333	233,826	Ι	By Franklin Square Holdings, L.P.
Common Stock	08/11/2014	<b>p</b> <sup>(4)</sup>	6,972	A	\$10.3471	46,710	Ι	By FSIC Holdings, LLC
Common Stock	08/11/2014	P <sup>(3)</sup>	37,777	A	\$10.3472	192,933	I	By Franklin Square Holdings, L.P.
Common Stock	08/08/2014	<b>P</b> <sup>(2)</sup>	9,900	A	\$10.3233	39,738	Ι	Holdings, LLC

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction <b>T</b> a Date (Month/Day/Year)	Heffenfenforiva Execution Date, if any (e.g., p (Month/Day/Year)	tive Secur Transaction Utsue (Aslis, 8)	it Feyn Act L of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	if ብዛማንያንን አካት የሆኑ	<b>Dr. Burneficiall</b> Amount of <b>Contractives</b> Underlying Derivative Security (Instr. 3 and 4)	y <sup>8</sup> Ovine et Derivative Security <del>(Instr. 5)</del>	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial <del>Ownership</del> (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Date	7. Title annount Amount of Securities umber Underlynig Denvalse mares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Explanation	Security of Respons	es:			(A) or		Security (Instr. 3		Following	(I) (Instr. 4)	

 Explanation
 Security (insu. 3)
 Following
 Polymetric

 1. These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by Frafk (B) Square Holdings, L.P. on June 12, 2014 (the "FSH Trading Plan") in mUnavaeation(s) ons at prices ranging from \$10.20 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price (Insu Participation additional prices of these shares in this report shall not be deemed an admission/OUT Shefricial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price within the range st forth in this reporting a price ranging from 510.24 (the "ISSU Treating Plan") in multiple transcriptions of purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price Within the range of the multiple transcriptions of these ranging from 510.24 (to additional prices ranging from 510.24 to additional prices ranging

2. These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by FSIC Holdings, LLC on June 12, 2014 (the "FSIC Trading Plan") in multiple transactions at prices ranging from \$10.24 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price. The reporting person disclaims beneficial ownership of these to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all **Date** he protect **Explication** purposes opsection 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares pulcitased and the range set of the report of the set of the s

3. These purchases were effected pursuant to the FSH Trading Plan in multiple transactions at prices ranging from \$10.29 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this Footnote to Form 4.

4. These purchases were effected pursuant to the FSIC Trading Plan in multiple transactions at prices ranging from \$10.29 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this Footnote to Form 4.

5. These purchases were effected pursuant to the FSH Trading Plan in multiple transactions at prices ranging from \$10.28 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this Footnote to Form 4.

6. These purchases were effected pursuant to the FSIC Trading Plan in multiple transactions at prices ranging from \$10.28 to \$10.35, inclusive. The price reported in Column 4 is a weighted average price. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The reporting person undertakes to provide, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this Footnote to Form 4.

7. Includes shares received through stock distributions and shares purchased through reinvested distributions.

/s/ Michael C. Forman

\*\* Signature of Reporting Person

08/12/2014

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.