

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

January 13, 2010

**FS Investment Corporation**

(Exact name of Registrant as specified in its charter)

**Maryland**

(State or other jurisdiction  
of incorporation)

**0-53424**

(Commission  
File Number)

**26-1630040**

(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)

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 2.02. Results of Operations and Financial Condition.**

On January 13, 2010, FS Investment Corporation issued a press release containing public guidance on its anticipated February 1, 2010 public offering price. The text of this press release is included as an exhibit to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

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

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press release dated January 13, 2010.</u></a>

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**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 13, 2010

By: /s/ Michael C. Forman

Michael C. Forman  
President and Chief Executive Officer

**FOR IMMEDIATE RELEASE****FS Investment Corporation Issues Guidance on its Expected Public Offering Price**

PHILADELPHIA, January 13, 2010 – FS Investment Corporation (“FSIC”) issued guidance concerning the expected public offering price for shares subscribed for during the month of January 2010. FSIC’s public offering price on February 1, 2010 is expected to fall within a range of \$10.40 to \$10.75 per share. It has not yet been determined that an adjustment to the current offering price of \$10.40 per share will be necessary. The specific offering price on February 1, 2010 will be determined by FSIC’s Board of Directors based upon market conditions and the terms set forth in its prospectus at the time of closing. FSIC will update this guidance should its anticipated public offering price move outside of this range.

**Forward-Looking Statements**

This press release may contain certain forward-looking statements, including statements with regard to the future performance of FS Investment Corporation. Words such as "believes," "expects," "projects," and "future" or similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors could cause actual results to differ materially from those projected in these forward-looking statements, and some of these factors are enumerated in the filings FS Investment Corporation makes with the Securities and Exchange Commission. FS Investment Corporation undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**About FS Investment Corporation**

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 asset class. FSIC focuses on investing in the debt securities of private companies throughout the United States, with the investment objectives of generating current income and, to a lesser extent, 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 \$23 billion in assets under management, is the global credit platform of The Blackstone Group L.P. For more information, please visit [www.fsinvestmentcorp.com](http://www.fsinvestmentcorp.com).

**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 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, FS2 Capital Partners. For more information, please visit [www.franklinsquare.com](http://www.franklinsquare.com).