

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM N-54A

**NOTIFICATION OF ELECTION TO BE SUBJECT TO SECTIONS 55
THROUGH 65 OF THE INVESTMENT COMPANY ACT OF 1940 FILED
PURSUANT TO SECTION 54(a) OF THE ACT**

The undersigned business development company hereby notifies the Securities and Exchange Commission that it elects, pursuant to the provisions of section 54(a) of the Investment Company Act of 1940 (the "Act"), to be subject to the provisions of sections 55 through 65 of the Act and, in connection with such notification of election, submits the following information:

Name: **FS Investment Corporation**

Address of Principal Business Office (No. & Street, City, State, Zip Code):

**Cira Centre
2929 Arch Street, Suite 675
Philadelphia, Pennsylvania 19104-2867**

Telephone number (including area code): **(215) 495-1150**

Name and address of agent for service of process:

**Michael C. Forman
President and Chief Executive Officer
FS Investment Corporation
Cira Centre
2929 Arch Street, Suite 675
Philadelphia, Pennsylvania 19104-2867**

Check one of the following:

- The company has filed a registration statement for a class of equity securities pursuant to section 12 of the Securities Exchange Act of 1934. Give the file number of the registration statement, or if the file number is unknown or has not yet been assigned, give the date on which the registration statement was filed: File No. 333-149374
- The company is relying on rule 12g-2 under the Securities Exchange Act of 1934 in lieu of filing a registration statement for a class of equity securities under that Act.

The file number of the registration as an investment company pursuant to section 8(a) of the Act, if any, of the company: _____

The file number of the registration as an investment company pursuant to section 8(a) of the Act, if any, of any subsidiary of the company: _____

The undersigned company certifies that it is a closed-end company organized under the laws of the State of Maryland and with its principal place of business in the State of Pennsylvania; that it will be operated for the purpose of making investments in securities described in section 55(a)(1) through (3) of the Investment Company Act of 1940; and that it will make available significant managerial assistance with respect to issuers of such securities to the extent required by the Act.

Pursuant to the requirements of the Act, the undersigned company has caused this notification of election to be subject to sections 55 through 65 of the Investment Company Act of 1940 to be duly signed on its behalf in the City of Philadelphia in the Commonwealth of Pennsylvania on the 18th day of September, 2008.

FS Investment Corporation

By: /s/ Michael C. Forman

Name: Michael C. Forman

Title: President and Chief Executive Officer

Attest: /s/ Ryan D. Conley

Name: Ryan D. Conley

Title: Vice President and Secretary