

**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) **February 25, 2010**

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**Fifth Street Finance Corp.**

(Exact name of registrant as specified in its charter)

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

**814-00755**  
(Commission File Number)

**26-1219283**  
(IRS Employer Identification No.)

**10 Bank Street, Suite 1210, White Plains, NY**  
(Address of principal executive offices)

**10606**  
(Zip Code)

Registrant's telephone number, including area code: **(914) 286-6811**

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(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 8.01. Other Events.**

On February 25, 2010 the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1. Press release dated February 25, 2010

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**SIGNATURE**

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.

**Fifth Street Finance Corp.**

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(Registrant)

**February 25, 2010**

/s/ **BERNARD D. BERMAN**

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(Date)

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Bernard D. Berman  
*Executive Vice President, Secretary and Chief Compliance Officer*

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## **Exhibit Index**

99.1 Press release dated February 25, 2010

## **Fifth Street Finance Corp. Receives Long Term Financing Commitment of Up to \$150 Million**

WHITE PLAINS, N.Y., Feb. 25, 2010 (GLOBE NEWSWIRE) -- Fifth Street Finance Corp. (NYSE:FSC) ("Fifth Street") announced today that it has received a financing commitment from ING Capital LLC ("ING") for a syndicated three year revolving credit facility for up to the amount of \$150 million, with a targeted initial close of \$65 million. The facility is a two year secured revolving credit facility with a one year term out, and will bear interest at a rate of LIBOR plus 4.5% per annum, with no floor.

"We are excited about our new financing relationship with ING Capital. This commitment will allow us to lever our existing portfolio, including our second-lien investments, and to continue to expand our private equity sponsor relationships in the middle market. Together with our Wells Fargo credit facility and our SBIC Subsidiary, the ING facility will provide us a third source of funding for new investments," commented Fifth Street's President, Bernard D. Berman.

ING's commitment is subject to the execution of definitive documentation as well as other conditions set forth in their commitment letter. No assurance can be given that both sides will execute definitive documentation, that the definitive documentation will reflect the terms contained in the commitment letter or this press release, or that the facility will occur at all.

### About Fifth Street Finance Corp.

Fifth Street Finance Corp. is a specialty finance company that lends to and invests in small and mid-sized companies in connection with an investment by private equity sponsors. Fifth Street Finance Corp.'s investment objective is to maximize its portfolio's total return by generating current income from its debt investments and capital appreciation from its equity investments.

The Fifth Street Finance Corp. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=5525>

### About ING Capital LLC

ING Capital LLC is a US subsidiary and part of the Corporate and Institutional Clients division of ING Bank NV (ING). ING provides comprehensive financial services through its extensive network of 15,000 employees in 40 countries and the world's major financial services markets. ING has the breadth of service and global reach to serve a wide range of clients' financial needs and act as a committed global partner to large international businesses. ING has built a leading position in corporate finance, including lending, mergers & acquisitions, equity markets, equity capital markets, fixed income and debt capital markets.

### Forward-Looking Statements

This press release may contain certain forward-looking statements, including statements with regard to the future performance of Fifth Street Finance Corp. 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 these factors are identified from time to time in our filings with the Securities and Exchange Commission. Fifth Street Finance Corp. undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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