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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): January 18, 2012**

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**Fifth Street Finance Corp.**

(Exact name of registrant as specified in its charter)

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

**1-33901**  
(Commission  
File Number)

**26-1219283**  
(I.R.S. Employer  
Identification No.)

**10 Bank Street, 12<sup>th</sup> Floor**  
**White Plains, New York 10606**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (914) 286-6800**

Check the appropriate box below if the Form 8-K 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 18, 2012, the Registrant issued a press release which disclosed a preliminary estimated range of net investment income (NII) of \$0.28 to \$0.30 per share for its first fiscal quarter ended December 31, 2011. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <u>Exhibit<br/>No.</u> | <u>Description</u>  |
|------------------------|---|
| 99.1                   | Press release dated January 18, 2012 (Incorporated by reference to Exhibit 99.1 filed with Fifth Street Finance Corp.’s Form 8-K (File No. 001-33901) on January 18, 2012). |

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 23, 2012

FIFTH STREET FINANCE CORP.

By: /s/ Bernard D. Berman

Name: Bernard D. Berman

Title: President