(Street) **GREENWICH**

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

X 10% Owner

Other (specify

7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr.

By Partnership⁽¹⁾
(2)(3)

Check this box if no longer subject to

U obligat	tions may contir ction 1(b).			Filed	pur oı	suant r Sect	to Sec	ction 16(a) of (h) of the Inve	the Se	curities	s Excha	ange Act o	f 1934			ll l	per res	-	
Name and Address of Reporting Person* 2. Is:						2. Issuer Name and Ticker or Trading Symbol Fifth Street Finance Corp. [FSC]									5. Relationship of Reporting Person(s) to Issu (Check all applicable) Director X 10% of Officer (give title Other			o O	
						3. Date of Earliest Transaction (Month/Day/Year) 09/07/2016										nicer (give title elow)		Othe belo	
 					4. If Amendment, Date of Original Filed (Month/Day/Year)								6.	Individual or Joint/Group Filing (Check Application Form filed by One Reporting Person X Form filed by More than One Reporting					
(City)	(State)	(Zip)																
			Table I - No	1						Disp							_		
1. Title of	Security (Inst	tr. 3)		Date	nsaction th/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a) or 4 and !	5) Sec Ben Foll Trai	Amount of curities neficially Owned lowing Reported nsaction(s)	Forn	6. Ownership Form: Direct (I or Indirect (I) (Instr. 4)	
									Code	v	Amou	"" (A) or D)	Price		str. 3 and 4)	<u></u>		
								es Acquiro arrants, o							Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) o Disp of (D (Inst	erivative ccurities cquired) or sposed				Securities Derivative	ritle and Amount of curities Underlying rivative Security str. 3 and 4)		8. Price of Derivativ Security (Instr. 5)	derivative Securities	Ov Fo Di or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expi	ration [Date	Title	Amou Numbe Shares	er of					
PSA in respect of Swaps	\$6.25 ⁽¹⁾⁽²⁾⁽³⁾	09/07/2016		X ⁽¹⁾⁽²⁾⁽³⁾			1	(1)(2)(3)	09/01	7/2016 ⁽	1)(2)(3)	Common stock, par value \$0.01 per share	3,878	3,542	(1)(2)(3)	0		I	By (2)
		Reporting Person* / LEONARD	<u>) M</u>										•			,			
	TH STREE	(First) Γ (FSC), M AVENUE, 3F	(Middle)																
(Street)						-													
GREEN	WICH	СТ	06830			_													
(City)		(State)	(Zip)			╛													
		Reporting Person* et Managemen																	
(Last) 777 WES		(First) M AVENUE	(Middle)																
(Street)	WICH	CT	06830			-													
(City)		(State)	(Zip)																
	nd Address of treet Hold	Reporting Person*																	
(Last) 777 WES		(First) M AVENUE	(Middle)																

06830

(City)	(State)	(Zip)	
1 ' "		` ''	

Explanation of Responses:

- 1. Each of Mr. Tannenbaum, Fifth Street Asset Management Inc. and Fifth Street Holdings L.P. ("FSH") (together, the "Reporting Persons") is a party to the Purchase and Settlement Agreement, dated as of February 18, 2016 (In Each of Mit. That Steet Finance Corp. (the "Company"), the "Sellers" are RiverNorth Capital Management, LLC, RiverNorth Capital Partners, L.P., RiverNorth Institutional Partners, L.P., RiverNorth Core Opportunity Fund, RiverNorth/DoubleLine Strategic Income Fund (collectively, the "RiverNorth Parties"), Randy I. Rochman, Fred G. Steingraber and Murray R. Wise. Pursuant to the PSA, the Reporting Persons agreed with the counterparties (the "Counterparties" and each a "Counterparty") to certain cash-settled total return swap agreements (the "Swaps" and each a "Swap") in reference to an aggregate 3,878,542 shares of Company common stock, par value \$0.01 per share (continued in footnote 2)
- 2. (the "Common Stock") that upon the applicable valuation or deemed valuation of any such Swap, (i) if in any case the final price applicable to such Swap, as between the applicable Counterparty and the bank with which the applicable Counterparty had entered into such Swap (or deemed final price deemed applicable under the PSA), was greater than \$6.25 per share, then such Counterparty shall pay to FSH a sum in cash equal to the number of shares referenced by such Swap multiplied by the excess of such final price over \$6.25, and (ii) if in any case such final price (or deemed final price applicable under the PSA) was less than \$6.25 per share, then FSH shall pay to such Counterparty a sum in cash equal to the number of shares referenced by such Swap multiplied by the excess of \$6.25 over such final price. On September 7, 2016, FSH and the Counterparties agreed that the amount then due from FSH to the Counterparties under the terms of the PSA was \$160,265.90. (continued in footnote 3)
- 3. On that date, the Reporting Persons and the RiverNorth Parties entered into the Mutual Release and Waiver of Rights under the PSA (the "Mutual Release and Waiver") pursuant to which the Reporting Persons paid the Counterparties or their affiliates the entire amount of \$160,265.90 then due under the PSA (such payment, the "Swap Settlement"). As a result of the Swap Settlement, the Reporting Persons no longer have a pecuniary interest in the Swaps.

Remarks:

/s/ Leonard M. Tannenbaum 09/09/2016 FIFTH STREET ASSET MANAGEMENT INC., By: /s/ 09/09/2016 Leonard M. Tannenbaum FIFTH STREET HOLDINGS, L.P., By: Fifth Street Asset 09/09/2016 Management Inc., its General Partner, By: /s/ Leonard M. **Tannenbaum** ** Signature of Reporting Person

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.