

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
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| 1. Name and Address of Reporting Person* <u>TANNENBAUM LEONARD M</u> (Last) (First) (Middle) <u>C/O FIFTH STREET (FSC),</u> <u>777 WEST PUTNAM AVENUE, 3RD FLOOR</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Fifth Street Finance Corp. [FSC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/07/2016</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/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 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|---------------------------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| PSA in respect of Swaps | \$6.25 ⁽¹⁾⁽²⁾⁽³⁾ | 09/07/2016 | | X ⁽¹⁾⁽²⁾⁽³⁾ | | | 1 | ⁽¹⁾⁽²⁾⁽³⁾ | 09/07/2016 ⁽¹⁾⁽²⁾⁽³⁾ | Common stock, par value \$0.01 per share | 3,878,542 | ⁽¹⁾⁽²⁾⁽³⁾ | 0 | I | By Partnership ⁽¹⁾⁽²⁾⁽³⁾ |

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|---|
| 1. Name and Address of Reporting Person* <u>TANNENBAUM LEONARD M</u> (Last) (First) (Middle) <u>C/O FIFTH STREET (FSC),</u> <u>777 WEST PUTNAM AVENUE, 3RD FLOOR</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>Fifth Street Asset Management Inc.</u> (Last) (First) (Middle) <u>777 WEST PUTNAM AVENUE</u> <u>3RD FLOOR</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>Fifth Street Holdings L.P.</u> (Last) (First) (Middle) <u>777 WEST PUTNAM AVENUE</u> <u>3RD FLOOR</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (City) (State) (Zip) |

