

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **December 9, 2009**

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**

(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))

Item 8.01. Other Events.

On December 9, 2009 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 December 9, 2009

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.

(Registrant)

December 9, 2009

/s/ **BERNARD D. BERMAN**

(Date)

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

Exhibit Index

99.1 Press release dated December 9, 2009

Fifth Street Finance Corp. Signs \$195.3 Million in Term Sheets

WHITE PLAINS, N.Y., Dec. 9, 2009 (GLOBE NEWSWIRE) -- Fifth Street Finance Corp. (NYSE:FSC) ("Fifth Street") announced it has signed \$195.3 million in term sheets during its first fiscal quarter of 2010, all of which are first lien investments.

The signed term sheets are as follows:

On October 26, 2009, Fifth Street executed a non-binding term sheet for \$41.25 million for a portion of an investment in a post-secondary education company.

On November 6, 2009, Fifth Street executed a non-binding term sheet for \$34.0 million for an investment in a specialty chemical distributor.

On December 1, 2009, Fifth Street executed a non-binding term sheet for \$28.75 million for an investment in a specialty food company.

On December 3, 2009, Fifth Street executed a non-binding term sheet for \$57.3 million for an investment in a contract manufacturer for medical device original equipment manufacturers.

On December 4, 2009, Fifth Street executed a non-binding term sheet for \$34.0 million for an investment in a franchisor of consumer services.

The proposed investments are subject to the completion of Fifth Street's due diligence, approval process and documentation, and may not result in completed investments. Fifth Street may syndicate a portion of any of these investments.

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 investments 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>

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," "anticipates," 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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