

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TANNENBAUM LEONARD M</u> (Last) (First) (Middle) <u>777 WEST PUTNAM AVENUE, 3RD FLOOR</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/18/2016</u>	3. Issuer Name and Ticker or Trading Symbol <u>Fifth Street Finance Corp. [FSC]</u>
4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	7,123,544.404	D	
Common Stock, par value \$0.01 per share	80,000	I	By Foundation ⁽¹⁾
Common Stock, par value \$0.01 per share	1,122,281	I	By LLC ⁽²⁾
Common Stock, par value \$0.01 per share	1,050	I	By Spouse
Common Stock, par value \$0.01 per share	13,541,816	I	By Partnership ⁽³⁾⁽⁴⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
5.375% Convertible Note due 2016	01/01/2016	03/31/2016	Common Stock, par value \$0.01 per share	135,483	⁽⁵⁾	D	
PSA in respect of Swaps ⁽⁶⁾⁽⁷⁾⁽⁸⁾	⁽⁶⁾⁽⁷⁾⁽⁸⁾	⁽⁶⁾⁽⁷⁾⁽⁸⁾	Common Stock, par value \$0.01 per share	3,878,542	⁽⁶⁾⁽⁷⁾⁽⁸⁾	I	By Partnership ⁽⁶⁾⁽⁷⁾⁽⁸⁾

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

(Last)	(First)	(Middle)
777 WEST PUTNAM AVENUE, 3RD FLOOR		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

Explanation of Responses:

1. These shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Fifth Street Finance Corp. (the "Company") are held by the Leonard M. Tannenbaum Foundation (the "Foundation"). Mr. Tannenbaum serves as the President of the Foundation.
2. These shares of Common Stock are held by 777 West Putnam Avenue LLC, a limited liability company for which Mr. Tannenbaum holds a majority of the equity interest of the sole member. Mr. Tannenbaum may be deemed a beneficial owner of such shares of Common Stock, but disclaims such beneficial ownership except to the extent of his pecuniary interest.
3. These shares of Common Stock are held by Fifth Street Holdings L.P. ("FSH"), a Delaware limited partnership. Fifth Street Asset Management Inc. ("FSAM") is the general partner of FSH, and Mr. Tannenbaum is the Chairman and Chief Executive Officer of FSAM. Mr. Tannenbaum is also the controlling stockholder of FSAM. Each of FSH, FSAM and Mr. Tannenbaum may be deemed a beneficial owner of such shares of Common Stock, but disclaims beneficial ownership thereof except to the extent of its or his pecuniary interest.
4. Includes 9,220,600 shares of Common Stock that Mr. Tannenbaum and FSH have agreed to purchase for a per-share purchase price of \$6.25, without interest. Mr. Tannenbaum and FSH are jointly and severally obligated to purchase the 9,220,600 shares of Common Stock from the Sellers (as defined below). Consequently, each of Mr. Tannenbaum, FSH and FSAM, FSH's general partner, may be deemed a beneficial owner of such shares of Common Stock, but disclaims beneficial ownership thereof except to the extent of its or his pecuniary interest.
5. Convertible at a rate of 67.7415 per \$1,000 principal amount.
6. Each of Mr. Tannenbaum, FSH and FSAM is a party to the Purchase and Settlement Agreement, dated as of February 18, 2016 (as amended, the "PSA"), by and among the Company, Mr. Tannenbaum, FSH, FSAM and the Sellers. 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, Randy I. Rochman, Fred G. Steingraber and Murray R. Wise. Under the PSA, FSH has agreed with the counterparties (the "Counterparties" and each a "Counterparty") to certain cash-settled total return swap agreements in reference to an aggregate 3,878,542 shares of Common Stock (the "Swaps" and each a "Swap") that (i) upon the valuation of any such Swap on a date before December 15, 2016 as FSH shall direct the applicable Counterparty to elect, (continued in footnote 7)
7. (continued from footnote 6) if any such Swap is valued other than as a result of FSH directing the applicable Counterparty to elect a valuation date, upon the deemed valuation as of December 15, 2016 or any earlier deemed valuation date selected by FSH or (iii) upon the later valuation of any such Swap pursuant to its terms, (A) if in any case the final price applicable to such Swap, as between the applicable Counterparty and the bank with which the applicable Counterparty has entered into such Swap (but determined in the case of clause (ii) as of the applicable deemed valuation date) based on the date selected by FSH, is 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, (continued in footnote 8)
8. (continued from footnote 7) and (B) if in any case such final price is 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. The final price applicable to any Swap, as between any Counterparty and the bank with which such Counterparty has entered into such Swap, is generally the average of the highest bid and lowest ask prices at the closing time of the principal stock exchange on which the shares are listed. No Swap provides for any valuation date later than January 20, 2017. Each of FSH, FSAM and Mr. Tannenbaum may be deemed a beneficial owner of the foregoing rights and obligations arising under the PSA in respect of the Swaps, but disclaims such beneficial ownership except to the extent of its or his pecuniary interest.

Remarks:

On February 25, 2016, due to a good faith clerical and transcription error on the part of a third party, this filing was initially submitted under an incorrect CIK Number. The reporting persons have re-submitted this filing under the correct CIK Number for the Company.

[/s/ Leonard M. Tannenbaum](#) [08/23/2016](#)
[FIFTH STREET ASSET](#)
[MANAGEMENT INC., By: /s/](#) [08/23/2016](#)
[Leonard M. Tannenbaum](#)
[FIFTH STREET HOLDINGS](#)
[L.P., By: Fifth Street Asset](#)
[Management Inc., its General](#) [08/23/2016](#)
[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 5 (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.