

**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 6, 2010**

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**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**

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(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))

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**Item 8.01. Other Events.**

On January 6, 2010 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 January 6, 2010

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**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.**

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(Registrant)

**January 6, 2010**

/s/ **BERNARD D. BERMAN**

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(Date)

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

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## **Exhibit Index**

99.1      Press release dated January 6, 2010

## **Fifth Street Finance Corp. Announces Waiver of Management Fee and Other Shareholder-Friendly Actions**

WHITE PLAINS, N.Y., Jan. 6, 2010 (GLOBE NEWSWIRE) -- Fifth Street Finance Corp. (NYSE:FSC) ("Fifth Street") announced today that its external investment adviser, Fifth Street Management LLC (the "Adviser"), has voluntarily agreed to the following actions:

- \* To waive the portion of its base management fee for the quarter ended December 31, 2009 attributable to Fifth Street's four new portfolio investments which closed in December 2009, as well as cash and cash equivalents. The amount of the management fee being waived exceeds \$700,000; and
- \* To permanently waive that portion of its base management fee attributable to Fifth Street's assets held in the form of cash and cash equivalents from and after January 1, 2010.

In addition, Fifth Street announced that it does not intend to seek the approval of its stockholders at the 2010 Annual Meeting of Stockholders to sell or otherwise issue shares of its common stock at a price below the then current net asset value (NAV) per share.

"In continuing with our goal of aligning ourselves with the interests of our stockholders, we have decided to initiate these actions which we believe represent some of the best practices for external managers," stated Leonard M. Tannenbaum, the Managing Member of the Adviser and Fifth Street's President and Chief Executive Officer.

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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