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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**Fifth Street Finance Corp.**

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(Name of Issuer)

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Common Stock

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(Title of Class of Securities)

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31678A103

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(CUSIP Number)

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December 31, 2008

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

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1.	NAMES OF REPORTING PERSONS  Bruce E. Toll  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY  EACH REPORTING PERSON  WITH	5.	SOLE VOTING POWER  1,841,724	
	6.	SHARED VOTING POWER	
	7.	SOLE DISPOSITIVE POWER  1,841,724	
	8.	SHARED DISPOSITIVE POWER	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,841,724		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  <input type="radio"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  8.1%		
12.	TYPE OF REPORTING PERSON*  IN		

**Item 1(a). Name of Issuer:**  
Fifth Street Finance Corp.

**Item 1(b). Address of Issuer’s Principal Executive Offices:**  
445 Hamilton Avenue  
White Plains, New York 10601

**Item 2(b). Name of Person Filing:**  
Bruce E. Toll

**Item 2(b). Address of Principal Business Office:**  
754 S. County Road  
Palm Beach, FL 33480

**Item 2(c). Citizenship:**  
United States of America

**Item 2(d). Title of Class of Securities**  
Common Stock, par value \$.01 per share

**Item 2(e). CUSIP Number:**  
31678A103

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**Item 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) ☐ Broker or dealer registered under Section 15 of the Act.
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act.
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act.
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

As of the date of this filing, Bruce E. Toll (the "Reporting Person") is the beneficial owner of 1,841,724 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Fifth Street Finance Corp. ("Fifth Street"), which constitutes approximately 8.1% of Fifth Street's outstanding shares of Common Stock, based upon 22,641,615 shares of Common Stock outstanding as reported in Fifth Street's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on February 6, 2009. The Reporting Person has sole power to vote and dispose of its shares. The shares were issued in conjunction with the merger of Fifth Street Mezzanine Partners III, L.P. with and into Fifth Street on January 2, 2008. Fifth Street completed its initial public offering of 10,000,000 shares of Common Stock on June 17, 2008.

**Item 5. Ownership of Five Percent or Less of Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☐.

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**Item 6. Ownership of More Than 5 Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: March 4, 2009

By: /s/ Bruce E. Toll  
Name: Bruce E. Toll