

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>TANNENBAUM LEONARD M</u>  (Last) (First) (Middle) 10 BANK STREET 12TH FLOOR  (Street) WHITE PLAINS NY 10606  (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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2012	
	4. 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  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			
Common Stock	03/06/2012		P		10,000	A	\$9.5707	1,844,169.09	D	
Common Stock	03/06/2012		P		1,000	A	\$9.597	1,845,169.09	D	
Common Stock	03/06/2012		P		3,600	A	\$9.585	1,848,769.09	D	
Common Stock	03/06/2012		P		5,400	A	\$9.58	1,854,169.09	D	
Common Stock	03/06/2012		P		6,700	A	\$9.571	41,700	I	(1) - See below
Common Stock	03/06/2012		P		100	A	\$9.5697	41,800	I	(1) - See below
Common Stock	03/06/2012		P		300	A	\$9.5693	42,100	I	(1) - See below
Common Stock	03/06/2012		P		100	A	\$9.5692	42,200	I	(1) - See below
Common Stock	03/06/2012		P		1,700	A	\$9.569	43,900	I	(1) - See below
Common Stock	03/06/2012		P		300	A	\$9.5689	44,200	I	(1) - See below
Common Stock	03/06/2012		P		400	A	\$9.5686	44,600	I	(1) - See below
Common Stock	03/06/2012		P		100	A	\$9.5685	44,700	I	(1) - See below
Common Stock	03/06/2012		P		300	A	\$9.5683	45,000	I	(1) - See below

**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)					

Explanation of Responses:

**Remarks:**

(1) The 45,000 total shares indirectly owned and reported above are owned by the Leonard M. Tannenbaum Foundation, a 501(c)(3) corporation for which Mr. Tannenbaum serves as the President. With respect

to the 45,000 shares held by the Leonard M. Tannenbaum Foundation, Mr. Tannenbaum has sole voting and investment power over all such shares, but has no pecuniary interest in, and expressly disclaims beneficial ownership of, such shares.

/s/ David H. Harrison, as  
attorney-in-fact for Leonard M. Tannenbaum  
03/07/2012

\*\* 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 4 (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.**