
**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): May 27, 2010

Fifth Street Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-33901
(Commission File Number)

26-1219283
(I.R.S. Employer Identification No.)

**10 Bank Street, Suite 1210
White Plains, New York 10606**
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(914) 286-6800**

Check the appropriate box below if the Form 8-K 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 1.01. Entry into a Material Definitive Agreement.

On May 27, 2010, Fifth Street Finance Corp. entered into a three-year secured syndicated revolving credit facility led by ING Capital LLC. The ING facility bears interest at a rate of either (i) LIBOR plus 3.5% per annum or (ii) 2.5% per annum plus an alternate base rate based on the greatest of the Prime Rate, Federal Funds Rate plus 0.5% per annum or LIBOR plus 1% per annum, and has a maturity date of May 27, 2013. The initial commitment under the ING facility is \$90 million, and the facility includes an accordion feature that allows for potential future expansion of the facility from a total of \$90 million up to a total of \$150 million.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits

(a) Not applicable.

(b) Not applicable.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 3, 2010

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 3, 2010

FIFTH STREET FINANCE CORP.

By: /s/ Bernard D. Berman

Name: Bernard D. Berman

Title: President

Fifth Street Finance Corp. Closes Three-Year Credit Facility Led by ING Capital

WHITE PLAINS, N.Y., June 3, 2010 — Fifth Street Finance Corp. (NYSE:FSC) (“Fifth Street”) announced the closing of a three-year syndicated credit facility led by ING Capital LLC (“ING”) in the initial amount of \$90 million, expandable up to a total of \$150 million. The facility will bear interest at a rate of LIBOR plus 3.5% per annum, with no LIBOR floor. In addition to ING, an affiliate of ING Group, N.V. (NYSE:ING) the other lenders that issued commitments under the credit facility are Royal Bank of Canada (NYSE:RY), which also acted as Documentation Agent, Morgan Stanley Bank, N.A., an affiliate of Morgan Stanley (NYSE:MS), and UBS Loan Finance LLC, an affiliate of UBS AG (NYSE:UBS).

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.

About ING Capital LLC

ING Capital LLC is a U.S. affiliate and part of the Corporate and Institutional Clients division of ING Bank NV (ING). ING provides comprehensive financial services through its extensive network of 15,000 employees in 40 countries and the world’s major financial services markets. ING has the breadth of service and global reach to serve a wide range of clients’ financial needs and act as a committed global partner to large international businesses. ING has built a leading position in corporate finance, including lending, mergers & acquisitions, equity markets, equity capital markets, fixed income and debt capital markets.

ING Deal Contact: Patrick Frisch, Managing Director
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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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