
**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): March 13, 2014

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, 12th Floor
White Plains, NY 10606
(Address of principal executive offices and zip code)

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

Not Applicable
Former name or former address, if changed since last report

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 5.07 Submission of Matters to a Vote of Security Holders.

On March 13, 2014, Fifth Street Finance Corp. (the “Company”) jointly held its 2014 Annual Meeting of Stockholders (the “Annual Meeting”) with Fifth Street Senior Floating Rate Corp. At the Annual Meeting, the Company’s stockholders approved two proposals. The proposals are described in detail in the joint proxy statement of the Company and Fifth Street Senior Floating Rate Corp. dated January 31, 2014. As of January 14, 2014, the record date, 139,137,757 shares of common stock were eligible to vote.

Proposal 1. The Company’s stockholders elected three directors of the Company, each of whom will serve until the 2017 Annual Meeting of Stockholders, or until their successors are duly elected and qualified. The tabulation of votes was:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Ivelin M. Dimitrov	42,808,078	6,731,150	468,211	61,827,170
Brian S. Dunn	47,706,773	1,854,295	446,371	61,827,170
Byron J. Haney	47,077,309	2,487,150	442,980	61,827,170

Proposal 2. The Company’s stockholders ratified the selection of PricewaterhouseCoopers LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2014, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
110,293,059	1,032,055	509,495

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: March 17, 2014

FIFTH STREET FINANCE CORP.

By: /s/ David H. Harrison

Name: David H. Harrison

Title: Chief Compliance Officer