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**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): November 16, 2011**

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**Fifth Street Finance Corp.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-33901**  
(Commission  
File Number)

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

**10 Bank Street, 12<sup>th</sup> Floor**  
**White Plains, New York 10606**  
(Address of principal executive offices and zip code)

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

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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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On November 10, 2011, the Board of Directors of Fifth Street Finance Corp. (“Fifth Street”) authorized management to transfer the listing for Fifth Street’s common stock from the New York Stock Exchange (the “NYSE”) to the NASDAQ Global Select Market (“NASDAQ”). Fifth Street has completed the NASDAQ application process and has been authorized to transfer the listing of its common stock to NASDAQ. Fifth Street anticipates that its common stock will begin trading on NASDAQ under its current ticker symbol “FSC” on November 28, 2011, and that the withdrawal of Fifth Street’s listing on the NYSE will become effective on the same date.

Fifth Street issued a press release on November 16, 2011 to announce the foregoing. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                    |
|--------------------|---------------------------------------|
| 99.1               | Press Release dated November 16, 2011 |

**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: November 16, 2011

FIFTH STREET FINANCE CORP.

By: /s/ Bernard D. Berman

Name: Bernard D. Berman

Title: President



FIFTH STREET

**FIFTH STREET FINANCE CORP. TO SWITCH STOCK  
EXCHANGE LISTING TO NASDAQ**

WHITE PLAINS, N.Y., November 16, 2011 — Fifth Street Finance Corp. (“Fifth Street”) (NYSE: FSC) today announced that it will voluntarily transfer its stock exchange listing from The New York Stock Exchange to The NASDAQ Stock Market effective November 28, 2011.

Fifth Street common stock will commence trading on the NASDAQ Global Select Market on November 28, 2011. Fifth Street will continue to be traded under the ticker symbol “FSC.”

“After careful consideration, we believe listing Fifth Street’s stock on the NASDAQ will provide our stockholders with access to the most advanced trading platform and the most cost-effective services available in the market today,” stated Alexander C. Frank, Fifth Street’s Chief Financial Officer.

“NASDAQ is proud to welcome Fifth Street to our premier community of NASDAQ-listed companies,” said Bob McCooey, Senior Vice President, NASDAQ OMX Corporate Client Group. “We are committed to providing Fifth Street and its shareholders with access to the world’s most innovative trading platform and look forward to a long and successful partnership with Fifth Street and its shareholders in the future.”

*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, primarily 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.

*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 Fifth Street Finance Corp.'s 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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