

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): November 26, 2014 (November 26, 2014)

Fifth Street Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-33901
(Commission File Number)

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

777 West Putnam Avenue, 3rd Floor
Greenwich, CT 06830
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(203) 681-3600**

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 26, 2014, the Board of Directors of Fifth Street Finance Corp. (the “Company”) increased the size of the Board of Directors by one director and filled the vacancy created by such increase by appointing the Company’s President, Todd G. Owens, to the Board of Directors. Mr. Owens will serve on the Company’s Board of Directors as a Class II interested director from November 26, 2014 until the Company’s 2016 Annual Meeting of Stockholders or until his successor is duly elected and qualified. Mr. Owens also serves as President of Fifth Street Senior Floating Rate Corp. and as Co-President of Fifth Street Asset Management Inc., a publicly-traded asset manager that partially and indirectly owns the Company’s investment adviser.

Prior to joining Fifth Street, Mr. Owens was a partner at Goldman, Sachs & Co. and held various roles during his 24-year tenure at Goldman Sachs, including Head of the West Coast Financial Institutions Group for 15 years and Head of the Specialty Finance Group for almost a decade.

There are no arrangements or understandings between Mr. Owens and any other persons pursuant to which he was selected as a director. There are no current or proposed transactions between the Company and Mr. Owens or his immediate family members that would require disclosure under Item 404(a) of Regulation S-K promulgated by the SEC.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.

99.1

Description

Press Release dated November 26, 2014

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 26, 2014

FIFTH STREET FINANCE CORP.

By: /s/ David H. Harrison

Name: David H. Harrison

Title: Chief Compliance Officer

Fifth Street Finance Corp. Appoints Todd G. Owens to the Board of Directors

GREENWICH, CT, November 26, 2014 – Fifth Street Finance Corp. (NASDAQ:FSC) (“FSC”) today announced that Todd G. Owens has been appointed to the Board of Directors, effective November 26, 2014. His appointment brings the number of directors on the Board to nine, five of whom are independent.

“We are pleased to announce the addition of Todd to FSC’s Board of Directors and believe he will be an asset as we continue to strengthen FSC’s corporate governance,” stated Leonard M. Tannenbaum, Chief Executive Officer, adding, “With over 20 years of experience across a range of sectors in the financial services industry, we believe that Todd will provide a unique perspective and valuable insight to our Board of Directors.”

Mr. Owens joined Fifth Street in 2014 and currently serves as President of FSC. He is also President of Fifth Street Senior Floating Rate Corp. (NASDAQ:FSFR) and Co-President of Fifth Street Asset Management Inc. (NASDAQ:FSAM).

Mr. Owens is a 24-year veteran and former partner of Goldman, Sachs & Co. and brings with him a breadth of experience in a number of financial services sectors including commercial finance, asset management, alternative asset management and business development companies. Prior to joining Fifth Street, Mr. Owens held various roles during his tenure at Goldman Sachs, including Head of the West Coast Financial Institutions Group for 15 years and Head of the Specialty Finance Group for almost a decade.

About Fifth Street Finance Corp.

Fifth Street Finance Corp. is a leading specialty finance company that provides custom-tailored financing solutions to small and mid-sized companies, primarily in connection with investments by private equity sponsors. The company originates and invests in one-stop financings, first lien, second lien, mezzanine debt and equity co-investments. FSC’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. The company has elected to be regulated as a business development company and is externally managed by a subsidiary of Fifth Street Asset Management Inc. (NASDAQ:FSAM), a rapidly growing credit-focused asset manager with nearly \$6 billion in assets under management across multiple public and private vehicles. With a track record of more than 16 years, Fifth Street’s nationally recognized platform has the ability to hold loans up to \$250 million and structure and syndicate transactions up to \$500 million. Fifth Street received the 2014 ACG New York Champion’s Award for “Senior Lender Firm of the Year” and was named both 2013 “Lender Firm of the Year” by The M&A Advisor and “Lender of the Year” by *Mergers & Acquisitions*. FSC’s website can be found at fsc.fifthstreetfinance.com.

Forward-Looking Statements

This press release may contain certain forward-looking statements, including statements with regard to the future performance of the company. Words such as “believes,” “expects,” “estimates,” “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 the company’s filings with the Securities and Exchange Commission. The company 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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