
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): September 9, 2009

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, New York 10606
(Address of principal executive offices and zip code)

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

White Plains Plaza
445 Hamilton Avenue, Suite 1206
White Plains, NY 10601

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))
-
-

Item 1.02 Termination of a Material Definitive Agreement.

On September 9, 2009, Fifth Street Finance Corp. ("Fifth Street") gave notice of termination, effective September 16, 2009, to Bank of Montreal with respect to Fifth Street's existing \$50 million revolving credit facility with Bank of Montreal. The revolving credit facility was scheduled to expire on December 29, 2009 and had an interest rate of LIBOR +3.25%. Fifth Street is terminating its \$50 million revolving credit facility with Bank of Montreal because Fifth Street received a non-binding commitment letter from a new lender for a three-year credit facility in the amount of \$50 million with an accordion feature which will allow for potential future expansion of the facility up to \$100 million, and its revolving credit facility with Bank of Montreal has remained undrawn since it was paid down in July 2009. The new lender's commitment is subject to the execution of definitive documentation as well as other conditions set forth in its commitment letter. No assurance can be given that both sides will execute definitive documentation, that the definitive documentation will reflect the terms contained in the commitment letter, or that the facility will occur at all. Fifth Street did not incur any early termination penalties in connection with the termination of the Bank of Montreal revolving credit facility.

On September 10, 2009, Fifth Street issued a press release announcing the termination of its revolving credit facility with Bank of Montreal and the commitment letter it received. The press release is included as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 10, 2009

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: September 10, 2009

FIFTH STREET FINANCE CORP.

By: /s/ Bernard D. Berman

Name: Bernard D. Berman

Title: Executive Vice President, Secretary and
Chief Compliance Officer

**Fifth Street Finance Corp. Receives Long Term Financing Commitment From
Wachovia Bank, N.A.**

WHITE PLAINS, N.Y., Sept. 10, 2009 (GLOBE NEWSWIRE) — Fifth Street Finance Corp. (NYSE:FSC) (“Fifth Street”) announced today that it has received a financing commitment from Wachovia Bank, N.A., a Wells Fargo company (“Wachovia”) for a three year credit facility in the amount of \$50 million with an accordion feature which will allow for potential future expansion of the facility up to \$100 million. The facility may be extended for up to two additional years upon the mutual consent of Wachovia and Fifth Street, and will bear interest at a rate of LIBOR plus 4% per annum.

“We are excited to expand our relationship with Wells Fargo, a book runner on our IPO and follow-on transactions. This commitment, which will allow us to grow our portfolio with a strong financial partner, allows us to lever and better match the duration of our assets and liabilities. We look forward to continuing to grow our relationship over the coming years as Fifth Street continues to expand its private equity sponsor relationships in the middle market.”

Fifth Street also announced that it has given notice of termination to Bank of Montreal on Fifth Street’s existing line of credit with Bank of Montreal, which had been scheduled to expire on December 29, 2009. Wachovia’s commitment is subject to the execution of definitive documentation as well as other conditions set forth in their commitment letter. No assurance can be given that both sides will execute definitive documentation, that the definitive documentation will reflect the terms contained in the commitment letter or this press release, or that the facility will occur at all.

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 an investment 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.

The Fifth Street Finance Corp. logo is available at
<http://www.globenewswire.com/newsroom/prs/?pkgid=5525>

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,” 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.

CONTACT: Fifth Street Finance Corp.
Stacey Thorne, VP, Investor Relations
(914) 286-6811
stacey@fifthstreetcap.com