

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TANNENBAUM LEONARD M</u> (Last) (First) (Middle) 445 HAMILTON AVENUE SUITE 1206 (Street) WHITE PLAINS NY 10601 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fifth Street Finance Corp [FSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO & President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/12/2008		P		5,000	A	\$9.91	891,689	D	
Common Stock	08/12/2008		P		5,000	A	\$10.03	896,689	D	
Common Stock	08/12/2008		P		1,000	A	\$9.9999	897,689	D	
Common Stock	08/12/2008		P		7,800	A	\$9.998	905,489	D	
Common Stock	08/12/2008		P		5,000	A	\$9.95	910,489	D	
Common Stock	08/12/2008		P		5,000	A	\$9.9	915,489	D	
Common Stock	08/12/2008		P		200	A	\$9.76	915,689	D	
Common Stock	08/12/2008		P		21,200	A	\$10	936,889	D	
Common Stock	08/13/2008		P		5,000	A	\$9.77	941,889	D	
Common Stock	08/13/2008		P		300	A	\$9.65	942,189	D	
Common Stock	08/13/2008		P		1,400	A	\$9.7436	943,589	D	
Common Stock	08/13/2008		P		1,100	A	\$9.75	944,689	D	
Common Stock	08/13/2008		P		1,800	A	\$9.8	946,489	D	
Common Stock	08/13/2008		P		40,000	A	\$10	986,489	D	
Common Stock	08/14/2008		P		200	A	\$10.18	986,689	D	
Common Stock	08/14/2008		P		2,600	A	\$10.1723	989,289	D	
Common Stock	08/14/2008		P		32,400	A	\$10	1,021,689	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

/s/ Bernard D. Berman
(attorney-in-fact for Leonard M. Tannenbaum) 08/14/2008

** Signature of Reporting Person Date

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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