

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): July 23, 2014 (July 21, 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**

10 Bank Street, 12th Floor
White Plains, NY 10606

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

On July 23, 2014, Fifth Street Finance Corp. (the “Company”) announced that its Board of Directors promoted Richard A. Petrocelli to Chief Financial Officer, effective July 22, 2014. Alexander C. Frank is stepping down as CFO but remains Chief Operating Officer of Fifth Street Management LLC, the Company’s investment adviser.

Prior to his promotion, Mr. Petrocelli served as Chief Accounting Officer of the Company. Previously, Mr. Petrocelli spent 15 years at Saratoga Partners, a middle market private equity firm, where he was Managing Director and CFO. Additionally, he served as CFO and Chief Compliance Officer of Saratoga Partner’s publicly-traded business development company, Saratoga Investment Corp.

As disclosed in the Company’s other SEC filings, none of the Company’s executive officers receive direct compensation from the Company. The compensation paid to the Company’s CFO is set by the Company’s administrator, FSC CT, Inc., and is subject to reimbursement by the Company with respect to the allocable portion of such compensation for services rendered to the Company.

The Company filed a press release on July 23, 2014 to announce these management changes, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 23, 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: July 23, 2014

FIFTH STREET FINANCE CORP.

By: /s/ David H. Harrison
Name: David H. Harrison
Title: Chief Compliance Officer

Fifth Street Finance Corp. Announces Promotion of Richard A. Petrocelli to CFO

GREENWICH, CT, July 23, 2014 -- Fifth Street Finance Corp. (NASDAQ:FSC) ("FSC") today announced that its Board of Directors promoted a member of FSC's management team, Richard A. Petrocelli, to Chief Financial Officer. Alexander C. Frank is stepping down as CFO but remains Chief Operating Officer of Fifth Street Management LLC, FSC's investment adviser. In his role as COO of Fifth Street Management LLC, Mr. Frank oversees the platform's finance and operations infrastructure including FSC, Fifth Street Senior Floating Rate Corp. (NASDAQ:FSFR) ("FSFR") and various Fifth Street private funds. Mr. Petrocelli will continue to report to Mr. Frank.

Prior to his promotion, Mr. Petrocelli served as Chief Accounting Officer of FSC. Previously, Mr. Petrocelli spent 15 years at Saratoga Partners, a middle market private equity firm, where he was Managing Director and CFO. Additionally, Rich served as CFO and Chief Compliance Officer of Saratoga Partner's publicly-traded business development company, Saratoga Investment Corp. and has over 20 years of finance and accounting experience across a wide variety of roles in the asset management industry. Mr. Petrocelli has also been promoted to CFO of FSFR.

"As we broaden our platform, we are proud to elevate certain individuals in recognition of their expanded responsibilities," stated FSC's Chief Executive Officer, Leonard M. Tannenbaum, adding, "Rich has been a key member of the finance and accounting team and is well-suited to take over the CFO position from Alex, who continues to be a senior leader of the platform as COO of Fifth Street Management LLC."

About Fifth Street Finance Corp.

Fifth Street Finance Corp. is a leading specialty finance company that provides custom-tailored financing solutions to 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 Fifth Street Management LLC, an SEC-registered investment adviser and leading alternative asset manager with \$5 billion in assets under management. With a track record of more than 16 years, Fifth Street's nationally recognized platform has the ability to hold loans up to \$150 million, commit up to \$250 million and structure and syndicate transactions up to \$500 million. Fifth Street Management 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.

CONTACT:

Investor Contact:

Dean Choksi, Executive Director of Finance & Head of Investor Relations
(203) 681-3722
dchoksi@fifthstreetfinance.com

Media Contact:

Nick Rust
Prosek Partners
(212) 279-3115 ext. 252
pro-fifthstreet@prosek.com
