

**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) **April 4, 2012**

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
(IRS Employer Identification No.)

10 Bank Street, 12th Floor, White Plains, NY
(Address of principal executive offices)

10606
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing 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 8.01. Other Events.

On April 4, 2012 the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press release dated April 4, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Fifth Street Finance Corp.

(Registrant)

/s/ **BERNARD D. BERMAN**

April 4, 2012

(Date)

Bernard D. Berman
President

Exhibit Index

99.1 Press release dated April 4, 2012

Fifth Street Finance Corp. Receives Investment Grade Rating From Standard & Poor's

WHITE PLAINS, N.Y., April 4, 2012 (GLOBE NEWSWIRE) -- Fifth Street Finance Corp. (Nasdaq:FSC) ("Fifth Street") announced today that Standard & Poor's Ratings Services ("S&P") has assigned the company an investment grade rating of BBB-. S&P's outlook for this rating is stable. The S&P rating follows Fitch Ratings' assignment of a stable BBB- issuer rating in April 2011, giving Fifth Street investment grade ratings from two nationally recognized rating organizations.

"We are very pleased with the rating affirmation by Standard & Poor's, which is a reflection of Fifth Street's credit risk management, profitability and sound operational management," said Leonard Tannenbaum, Chief Executive Officer of Fifth Street. "These ratings further demonstrate our position in the private equity lending sector as a leading provider of low risk, high quality financing solutions and we look forward to a continuing partnership with our private equity sponsors to invest in attractive small and mid-sized businesses nationwide."

"As one of the few business development companies to have investment grade ratings from both S&P and Fitch, Fifth Street is well-positioned to provide competitive financing products to our clients and further enhance overall shareholder value," commented Alexander Frank, Chief Financial Officer of Fifth Street.

S&P's stable outlook for this rating reflects the following: low financial leverage, consistent earnings since Fifth Street's inception, a carefully managed dividend policy, consistent growth through the financial crisis and positive investment performance.

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.

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," "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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