
**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): May 26, 2010

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, Suite 1210
White Plains, New York 10606**
(Address of principal executive offices and zip code)

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

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 1.01. Entry into a Material Definitive Agreement.

On May 26, 2010, Fifth Street Finance Corp. entered into an agreement to expand its borrowing capacity under its existing three-year secured credit facility with Wells Fargo Bank, N.A., successor to Wachovia Bank, N.A., pursuant to which it received an additional \$50 million commitment under the facility, thereby increasing the size of the facility from \$50 million to \$100 million, with an accordion feature which allows for potential future expansion of the facility up to a total of \$150 million. In addition, the interest rate of the facility was reduced to LIBOR plus 3.5% per year, with no LIBOR floor, and the maturity date of the facility was extended to May 26, 2013. The original facility was in the amount of \$50 million with an accordion feature that allowed for potential future expansion of the facility up to \$100 million, bore interest at a rate of LIBOR plus 4% per annum and had a maturity date of November 16, 2012.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 27, 2010

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: May 27, 2010

FIFTH STREET FINANCE CORP.

By: /s/ Bernard D. Berman

Name: Bernard D. Berman

Title: President

**Fifth Street Finance Corp. Announces Improved Pricing and
Expansion of Credit Facility with Wells Fargo**

WHITE PLAINS, N.Y., May 27, 2010 (GLOBE NEWSWIRE) — Fifth Street Finance Corp. (NYSE:FSC) announced today that it has received an additional \$50 million commitment under its three-year credit facility with Wells Fargo Bank, N.A., increasing the size of the facility to \$100 million with an accordion feature which will allow for potential future expansion of the facility up to a total of \$150 million. In addition, the interest rate of the facility has been reduced to LIBOR plus 3.5% per annum, with no LIBOR floor, and the maturity date of the facility has been extended to May 26, 2013.

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 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.

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 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.

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