

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): January 22, 2015 (January 20, 2015)

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**

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

Fifth Street Finance Corp. (the “Company”) announced that its Board of Directors approved certain management changes on January 20, 2015. Specifically, effective January 20, 2015, Leonard M. Tannenbaum will step down as Chief Executive Officer of the Company, and effective January 21, 2015, Todd G. Owens was promoted to Chief Executive Officer from his former role as President. The Board of Directors also promoted Ivelin M. Dimitrov to President of the Company, effective January 21, 2015. Mr. Tannenbaum will continue in his role as Chief Executive Officer of Fifth Street Management LLC (“FSM”), the Company’s investment adviser. FSM is partially and indirectly owned by Fifth Street Asset Management Inc., where Mr. Tannenbaum is also the Chief Executive Officer.

The Company issued a press release on January 22, 2015 to announce these 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 January 22, 2015

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: January 22, 2015

FIFTH STREET FINANCE CORP.

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

Fifth Street Finance Corp. Promotes Todd G. Owens to Chief Executive Officer and Ivelin M. Dimitrov to President

GREENWICH, CT, January 22, 2015 – Fifth Street Finance Corp. (NASDAQ:FSC) (“FSC”) today announced that its Board of Directors has promoted Todd G. Owens to Chief Executive Officer from his former role as President. Mr. Owens joined Fifth Street in September 2014 and currently serves as President of FSC and is a member of FSC’s Board of Directors. Leonard M. Tannenbaum resigned as FSC’s Chief Executive Officer after six and a half years in that role.

Additionally, the Board of Directors appointed Ivelin M. Dimitrov to President of FSC. Mr. Dimitrov joined Fifth Street in May 2005 and currently serves as Chief Investment Officer of FSC and is a member of FSC’s Board of Directors. He is also Chairman of the Board of Directors of Healthcare Finance Group, LLC, a portfolio company of FSC.

The FSC Board of Directors would like to thank Len for his service as Chief Executive Officer for the past six and a half years and congratulate Todd on his promotion to Chief Executive Officer.

“I am very excited about the market opportunity available for FSC and look forward to guiding the company as its Chief Executive Officer,” stated Todd G. Owens, adding, “I believe there is an opportunity to build upon the company’s solid foundation and drive value by making operational decisions that are in the best interests of FSC’s shareholders.”

About Fifth Street Finance Corp.

Fifth Street Finance Corp. is a leading specialty finance company that provides custom-tailored financing solutions to small and 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 a subsidiary of Fifth Street Asset Management Inc. (NASDAQ:FSAM), a credit-focused asset manager with over \$6 billion in assets under management across multiple public and private vehicles. With a track record of more than 16 years, Fifth Street’s nationally recognized platform has the ability to hold loans up to \$250 million and structure and syndicate transactions up to \$500 million. Fifth Street 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.

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