

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 6, 2014**

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**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**  
(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))
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**Item 8.01. Other Events.**

On February 6, 2014, 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 February 6, 2014

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## SIGNATURE

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.

**Fifth Street Finance Corp.**

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(Registrant)

**February 6, 2014**

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(Date)

**/s/ DAVID H. HARRISON**

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David H. Harrison  
*Chief Compliance Officer*

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**Exhibit Index**

99.1 Press release dated February 6, 2014

## Fifth Street Finance Corp. Declares Monthly Dividends of 8.33 Cents Per Share

WHITE PLAINS, NY, Feb. 6, 2014 (GLOBE NEWSWIRE) -- Fifth Street Finance Corp. (NASDAQ:FSC) ("FSC") today announced that its Board of Directors declared monthly dividends for June through August of 2014.

The following table reflects the per share dividends which the Board of Directors declared on February 6, 2014:

<u>Record Date</u>	<u>Payment Date</u>	<u>Amount</u>
June 16, 2014	June 30, 2014	\$0.0833
July 15, 2014	July 31, 2014	\$0.0833
August 15, 2014	August 29, 2014	\$0.0833

FSC's amended dividend reinvestment plan ("DRIP") provides for reinvestment of dividends, unless stockholders elect to receive cash. As a result, if FSC's Board of Directors declares a cash dividend, FSC's stockholders whose shares are registered in their name and who have not "opted out" of FSC's DRIP will have their cash dividends automatically reinvested in additional shares of FSC common stock, rather than receiving cash dividends. FSC provides up to a 5% discount on newly-issued shares purchased through the DRIP (provided that shares are not issued at less than net asset value per share). If you are a FSC stockholder and your shares of FSC common stock are held through a brokerage firm or other financial intermediary and you wish to participate in the DRIP, please contact your broker or other financial intermediary.

### *About Fifth Street Finance Corp.*

Fifth Street Finance Corp. is a 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. The company'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. Named 2013 "Lender Firm of the Year" by The M&A Advisor, Fifth Street Management is an SEC-registered investment adviser and leading alternative asset manager with over \$3 billion in assets under management. With a track record of more than 15 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. FSC's website can be found at [fsc.fifthstreetfinance.com](http://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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