

**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) **November 17, 2009**

Fifth Street Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

814-00755
(Commission File Number)

26-1219283
(IRS Employer Identification No.)

10 Bank Street, Suite 1210, White Plains, NY
(Address of principal executive offices)

10606
(Zip Code)

Registrant's telephone number, including area code: **(914) 286-6811**

(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 1.01. Entry into a Material Definitive Agreement.

On November 16, 2009, Fifth Street Finance Corp. ("Fifth Street") entered into definitive documentation with respect to a three-year credit facility (the "Agreement") with Wells Fargo Bank, National Association ("Wells Fargo") in the amount of \$50 million with an accordion feature that allows for potential future expansion of the facility up to \$100 million. The facility may be extended for up to two additional years upon the mutual consent of Wells Fargo and Fifth Street, and bears interest at a rate of LIBOR plus 4% per annum.

Under the Agreement, Wells Fargo has a security interest in the collateral portfolio of Fifth Street Funding, LLC ("Funding"), a subsidiary of Fifth Street, consisting of ten investments sold from Fifth Street to Funding.

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.

(d) Exhibits

Exhibit No. Description

99.1 Press Release dated November 17, 2009

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**

November 17, 2009

(Date)

Bernard D. Berman

Executive Vice President, Secretary and Chief Compliance Officer

Fifth Street Finance Corp. Announces the Closing of a Three-Year Credit Facility With Wells Fargo Bank, National Association

WHITE PLAINS, N.Y., Nov. 17, 2009 (GLOBE NEWSWIRE) -- Fifth Street Finance Corp. (NYSE:FSC) ("Fifth Street") announced the closing of a three-year credit facility with Wells Fargo Bank, National Association ("Wells Fargo") on November 16, 2009 in the amount of \$50 million with an accordion feature which allows for potential future expansion of the facility up to \$100 million. The facility may be extended for up to two additional years upon the mutual consent of Wells Fargo and Fifth Street, and bears interest at a rate of LIBOR plus 4% per annum.

"With the closing of the three-year credit facility, we are pleased to have expanded our relationship with Wells Fargo, a book runner on our IPO and follow-on transactions," stated Leonard Tannenbaum, Fifth Street's President and Chief Executive Officer, adding that "our ability to access this capital will allow us to continue to grow our portfolio and take advantage of improving market conditions with a strong financial partner."

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.

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 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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