

**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) **December 8, 2010**

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**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))

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**Item 8.01. Other Events.**

On December 8, 2010 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 December 8, 2010

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**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.**

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(Registrant)

/s/ **BERNARD D. BERMAN**

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**December 8, 2010**

(Date)

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Bernard D. Berman  
*President*

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## **Exhibit Index**

99.1 Press release dated December 8, 2010

## **Fifth Street Finance Corp. Closes \$37.5 Million Senior Secured Debt Facility, Increasing Fifth Street's Total Deal Originations to \$155.5 Million for the Quarter**

WHITE PLAINS, N.Y., Dec. 8, 2010 (GLOBE NEWSWIRE) -- Fifth Street Finance Corp. (NYSE:FSC) ("Fifth Street") announced today that it closed a \$37.5 million senior secured debt facility to support the recapitalization of a branded accessories designer and marketer.

The investment is backed by a private equity sponsor and \$32.5 million was funded at closing. The terms of this investment include a \$5.0 million revolver at an interest rate of LIBOR plus 7% per annum with a 3% LIBOR floor, a \$15.5 million Term Loan A at an interest rate of LIBOR plus 9% per annum with a 3% LIBOR floor and a \$17.0 million Term Loan B at an interest rate of LIBOR plus 13% per annum with a 3% LIBOR floor. In consideration for making the debt investment, Fifth Street was also granted a portion of the equity in the company. This is a first lien facility with a scheduled maturity of three years for the Term Loan A portion of the debt and five years for the revolver and Term Loan B portions of the debt.

Total deal originations so far in our first fiscal quarter of 2011 stand at \$155.5 million, \$132.0 million of which were funded at close.

### *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 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.

CONTACT: Fifth Street Finance Corp.  
Stacey Thorne, Executive Director, Investor Relations  
(914) 286-6811  
[stacey@fifthstreetfinance.com](mailto:stacey@fifthstreetfinance.com)