

**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) **December 16, 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**

(IRS Employer Identification No.)

**777 West Putnam Avenue, 3rd Floor, Greenwich, CT**

(Address of principal executive offices)

**06830**

(Zip Code)

Registrant's telephone number, including area code: **(203) 681-3600**

**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 4, 2015, a putative stockholder derivative action captioned *Solomon Chau v. Leonard M. Tannenbaum, et al.*, Case No. 3:15-cv-01795, was filed on behalf of Fifth Street Finance Corp. (the “Company”) in the United States District Court for the District of Connecticut. The complaint names certain current and past officers and/or directors, consisting of Leonard Tannenbaum, Bernard D. Berman, Todd G. Owens, Ivelin M. Dimitrov, Alexander C. Frank, Steven M. Noreika, David H. Harrison, Brian S. Dunn, Douglas F. Ray, Richard P. Dutkiewicz, Byron J. Haney, James Castro-Blanco, Richard A. Petrocelli and Frank C. Meyer, and Fifth Street Asset Management Inc. (“FSAM”) as defendants and the Company as the nominal defendant. The complaint’s underlying allegations are related to the allegations in the previously disclosed securities class actions against the Company and others. The complaint alleges that the Company’s board of directors approved unfair advisory and management agreements with entities related to FSAM and that certain defendants engaged in allegedly improper conduct to make FSAM appear more attractive to potential investors before its initial public offering.

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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.

Date: December 16, 2015

FIFTH STREET FINANCE CORP.

By: /s/ Kerry Acocella

Name: Kerry Acocella

Title: Chief Compliance Officer

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