

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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): July 10, 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, 3<sup>rd</sup> Floor**  
**Greenwich, CT 06830**  
(Address of principal executive offices and zip code)

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

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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.**

On July 10, 2015, Fifth Street Finance Corp. (the “Company”) announced that Richard A. Petrocelli left his position as Chief Financial Officer of the Company to pursue other opportunities, and the Board of Directors appointed Steven M. Noreika as Chief Financial Officer of the Company.

Mr. Noreika currently serves as the Chief Financial Officer of Fifth Street Management LLC, the Company’s investment adviser, and the Chief Financial Officer of FSC CT LLC, the Company’s administrator. Prior to this appointment, Mr. Noreika was the Chief Accounting Officer of Fifth Street Asset Management Inc. and served as Chief Financial Officer of Fifth Street Senior Floating Rate Corp., another business development company advised by Fifth Street Management LLC, from November 2013 to July 2014. Mr. Noreika will also serve as the Chief Financial Officer of Fifth Street Senior Floating Rate Corp. in conjunction with this appointment. Mr. Noreika joined the Fifth Street group of companies in September 2008 and has held various finance and accounting positions with such entities. Prior to joining Fifth Street, from 2002 to 2008, Mr. Noreika was a manager of internal financial reporting at Time Warner Inc., where he was responsible for various aspects of financial reporting, financial systems design and implementation. Prior to that, he managed audit and tax engagements at Marcum & Kliegman, LLP (now Marcum LLP) for clients in various industries, predominantly financial services, real estate, new media and entertainment. Mr. Noreika is a Certified Public Accountant and holds a B.B.A. in Accounting from Pace University. He is also a holder of the Chartered Financial Analyst designation.

As disclosed in the Company’s other SEC filings, none of the Company’s executive officers receive direct compensation from the Company. The compensation paid to the Company’s Chief Financial Officer is set by the Company’s administrator, FSC CT LLC, and is subject to reimbursement by the Company with respect to the allocable portion of such compensation for services rendered to the Company.

The Company issued a press release on July 10, 2015 to announce the appointment of Mr. Noreika, 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 July 10, 2015

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**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: July 10, 2015

FIFTH STREET FINANCE CORP.

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

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**Fifth Street Finance Corp. and Fifth Street Senior Floating Rate Corp. Announce  
Promotion of Steven M. Noreika to Chief Financial Officer**

GREENWICH, CT, July 10, 2015 – Fifth Street Finance Corp. (NASDAQ:FSC) (“FSC”) and Fifth Street Senior Floating Rate Corp. (NASDAQ:FSFR) (“FSFR”) today announced that the Boards of Directors for both FSC and FSFR have promoted Steven M. Noreika to Chief Financial Officer, replacing Richard A. Petrocelli, who will be leaving Fifth Street to pursue other opportunities effective July 10, 2015. We would like to thank Rich for his contributions during his tenure and wish him success in his future endeavors. Alexander C. Frank remains Chief Financial Officer of Fifth Street Asset Management Inc. (NASDAQ:FSAM) (“FSAM”), the parent company of FSC and FSFR’s investment adviser.

Prior to his promotion, Mr. Noreika has been serving as the Chief Accounting Officer of FSAM. Mr. Noreika joined Fifth Street in September 2008 and during his tenure, he has held various finance and accounting positions, including Chief Financial Officer of FSFR from November 2013 to July 2014. Prior to joining Fifth Street, Mr. Noreika spent six years at Time Warner Inc., where he was a manager of internal reporting, and prior to that he managed audit and tax engagements at Marcum & Kliegman, LLP (now Marcum LLP). Mr. Noreika is a Certified Public Accountant and holds a B.B.A in Accounting from Pace University. He is also a holder of the Chartered Financial Analyst designation.

“Steve has been a valuable member of Fifth Street’s finance and accounting team since joining in 2008, holding various important roles within the organization. I am excited to work closely with Steve in his new role and believe that FSC and FSFR will benefit from the depth of his knowledge, financial acumen and experience across the Fifth Street platform,” stated Todd G. Owens, Chief Executive Officer of FSC.

“Having worked with Steve for seven years I am extremely confident that he will serve effectively as the new CFO for both FSC and FSFR, helping strengthen our infrastructure to support both entities,” commented Ivelin M. Dimitrov, Chief Executive Officer of FSFR, adding, “Steve’s deep financial, accounting and operational experience, combined with his knowledge of both the Fifth Street platform and comfort with financial reporting make him a natural fit for this position.”

*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 nationally recognized credit-focused asset manager with over \$6 billion in assets under management (as of March 31, 2015) across multiple public and private vehicles. With a track record of over 17 years, Fifth Street’s platform has the ability to hold loans up to \$250 million and structure and syndicate transactions up to \$500 million. Fifth Street received the 2015 ACG New York Champion’s Award for “Lender Firm of the Year,” and other previously received accolades include the ACG New York Champion’s Award for “Senior Lender Firm of the Year,” “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](http://fsc.fifthstreetfinance.com).

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*About Fifth Street Senior Floating Rate Corp.*

Fifth Street Senior Floating Rate Corp. is a specialty finance company that provides financing solutions in the form of floating rate senior secured loans to mid-sized companies, primarily in connection with investments by private equity sponsors. FSFR's investment objective is to maximize its portfolio's total return by generating current income from its debt investments while seeking to preserve its capital. 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 nationally recognized credit-focused asset manager with over \$6 billion in assets under management (as of March 31, 2015) across multiple public and private vehicles. With a track record of over 17 years, Fifth Street's platform has the ability to hold loans up to \$250 million and structure and syndicate transactions up to \$500 million. Fifth Street received the 2015 ACG New York Champion's Award for "Lender Firm of the Year," and other previously received accolades include the ACG New York Champion's Award for "Senior Lender Firm of the Year," "Lender Firm of the Year" by The M&A Advisor and "Lender of the Year" by *Mergers & Acquisitions*. FSFR's website can be found at [fsfr.fifthstreetfinance.com](http://fsfr.fifthstreetfinance.com).

*Forward-Looking Statements*

This press release may contain certain forward-looking statements, including statements with regard to the future performance of FSC and/or FSFR. 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 companies' respective filings with the Securities and Exchange Commission (as applicable). The companies do not undertake any 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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