

GLADSTONE INVESTMENT CORPORATION\DE  
Form 8-K  
August 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): August 9, 2012

**Gladstone Investment Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**814-00704**  
(Commission

File Number)

**83-0423116**  
(IRS Employer

Identification No.)

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1521 Westbranch Drive, Suite 200

McLean, Virginia 22102

(Address of principal executive offices)

Registrant's telephone number, including area code: (703) 287-5800

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On August 9, 2012, the Gladstone Investment Corporation (the Company) held its 2012 Annual Meeting of Stockholders (the Annual Meeting). There were present at the Annual Meeting, in person or by proxy, stockholders holding an aggregate of 18,252,676 shares of the Company's common stock and 1,213,870 shares of the Company's preferred stock. The following matters were submitted to the stockholders for consideration:

1. To elect three directors, as outlined below
  - (a) Two directors to be elected by the holders of common stock and preferred stock, voting together as a single class, such directors to serve until the 2015 Annual Meeting of Stockholders, or until their successors are elected and qualified; and
  - (b) One director to be elected by the holders of the preferred stock, voting as a single class, such director to serve until the 2015 Annual Meeting of Stockholders, or until his successor is elected and qualified;
2. To approve a proposal to authorize the Company, with the approval of its Board of Directors, to issue and sell shares of common stock (during the next 12 months) at a price below its then current net asset value per share subject to certain limitations set forth in the proxy statement (including, without limitation, that the cumulative number of shares issued and sold pursuant to such authority does not exceed 25% of its then outstanding common stock immediately prior to each such sale); and
3. To ratify the selection by the Audit Committee of the Company's Board of Directors of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2013.

The voting results, as tabulated by and received from the inspector of election for the Annual Meeting, relating to the matters voted on at the Annual Meeting indicate that: Terry Lee Brubaker, David A.R. Dullum and John Reilly were elected to serve as directors until the 2015 Annual Meeting of Stockholders, or until their successors are elected and qualified; and proposals 2 and 3 were also approved by the Company's stockholders. The full voting results are as follows:

*1(a.) Election of directors to hold office until the 2015 Annual Meeting:*

Such matter was voted upon by the stockholders holding common stock and preferred stock, voting together as a single class.

	For	Withheld	Broker Non-Votes
Terry Lee Brubaker	15,009,182	1,185,273	3,272,091
David A. R. Dullum	15,009,607	1,184,848	3,272,091

*1(b.) Election of director to hold office until the 2012 Annual Meeting:*

Such matter was voted upon solely by the stockholders holding preferred stock.

	For	Withheld	Broker Non-Votes
John Reilly	716,582	24,138	473,150

Continuing directors whose terms did not expire at the Annual Meeting were as follows: Paul W. Adelgren, John H. Outland and David Gladstone (each serving until the 2013 Annual Meeting of Stockholders), and Michela English, Anthony W. Parker and George Stelljes III (each serving until the 2014 Annual Meeting of Stockholders).

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2. *Ratification of proposal to authorize the Company, with the approval of its Board of Directors, to issue and sell shares of its common stock (during the next 12 months) at a price below its then current net asset value per share, subject to certain limitations set forth in the proxy (including, without limitation, that the cumulative number of shares issued and sold pursuant to such authority does not exceed 25% of its then outstanding common stock immediately prior to each such sale):*

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
12,151,687	3,825,107	217,661	3,272,091

3. *Ratification of the selection by the Audit Committee of the Company's Board of Directors of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2013:*

<b>For</b>	<b>Against</b>	<b>Abstain</b>
18,910,205	438,420	117,921

**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.

Gladstone Investment Corporation

(Registrant)

By: /s/ David Watson  
(David Watson, Chief Financial Officer and Treasurer)

August 14, 2012