

**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): January 31, 2013

Gladstone Investment Corporation

(Exact name of registrant as specified in its chapter)

Delaware
(State or other jurisdiction
of incorporation)

814-00704
(Commission
File Number)

83-0423116
(IRS Employer
Identification No.)

1521 Westbranch Drive, Suite 200
McLean, Virginia
(Address of principal executive offices)

22102
(Zip Code)

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 8.01. Other Events.

Gladstone Investment Corporation (the "Company") disclosed in a Current Report on Form 8-K, filed on November 28, 2012, that George Stelljes III notified management of the Company of his intent to resign as a director and the co-vice chairman, chief investment officer, and assistant secretary of the Company in the near future. Mr. Stelljes has resigned; effective at the close of business on January 31, 2013. Additionally, Mr. Stelljes resigned from his positions as an officer and a director of Gladstone Management Corporation, the Company's investment adviser (the "Adviser"), effective the same date. Mr. Stelljes will continue on as a consultant for the Adviser.

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.

Gladstone Investment Corporation
(Registrant)

February 1, 2013

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