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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 27, 2012

Gladstone Investment Corporation

(Exact name of registrant as specified in its charter)

Delaware

814-00704

83-0423116

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1521 Westbranch Drive, Suite 200, McLean, Virginia

22102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

703-287-5800

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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Explanatory Note: On November 28, 2012, Gladstone Investment Corporation (the “Company”) filed a Current Report on Form 8-K (the “Current Report”). The Company is filing this amendment to the Current Report to remedy certain formatting errors that occurred during the filing process.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 27, 2012, George Stelljes III informed the management of the Company that he intends to resign as a director and the co-vice chairman, chief investment officer, and assistant secretary of the Company, although no effective date for the resignations has yet been determined. Mr. Stelljes will continue as an officer and director of Gladstone Management Corporation, the Company’s investment adviser, after such resignation is effective. Mr. Stelljes will also continue to perform his duties for the Company until his resignation is effective.

Item 7.01. Regulation FD Disclosure.

A copy of the press release announcing Mr. Stelljes’ intended resignation is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K/A.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the information set forth in this Item 7.01 and in the attached exhibit is deemed to be furnished and shall not be deemed to be filed.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits* – The following exhibit is being furnished with this Current Report on Form 8-K/A.

Exhibit 99.1 – Press Release issued by Gladstone Investment Corporation on November 28, 2012.

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.

November 29, 2012

Gladstone Investment Corporation

By: /s/ David Watson

Name: David Watson

Title: Chief Financial Officer & Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Gladstone Investment Corporation on November 28, 2012



Gladstone Investment Corporation Announces George “Chip” Stelljes III Intention to Resign as Officer and Director

McLean, VA, November 28, 2012: Gladstone Investment Corporation and Gladstone Management Corporation, the investment adviser to the Gladstone Funds (Gladstone Investment Corporation (NASDAQ: GAIN), Gladstone Commercial Corporation (NASDAQ: GOOD), and Gladstone Capital Corporation (NASDAQ: GLAD)), announced today that Mr. George “Chip” Stelljes III notified the management of the Gladstone Funds of his intention to resign as an officer and director of each of the funds to devote his efforts to creating and managing new investment vehicles for the Gladstone family of companies. No effective date for the resignations have been set but the transition should commence in the very near future.

Mr. Stelljes currently serves as a director and an officer of each of the Gladstone Funds. Mr. Stelljes serves as co-vice chairman, chief investment officer and assistant secretary of Gladstone Investment, co-vice chairman, chief investment officer and assistant secretary of Gladstone Commercial, and president, chief investment officer and assistant secretary of Gladstone Capital. In April 2008, Mr. Stelljes turned over the presidency of Gladstone Investment to the fund’s current president, David Dullum. In June 2012, Mr. Stelljes was succeeded as the president of Gladstone Commercial by the current president, Robert Cutlip. In anticipation of Mr. Stelljes resigning as president of Gladstone Capital, management has begun a search for his replacement.

After Mr. Stelljes steps down from the Gladstone Funds, he will continue to perform his duties as an officer and director of Gladstone Management. In maintaining his position at Gladstone Management, Mr. Stelljes will primarily devote most of his time to new initiatives but will be available to assist in the management of the funds’ portfolio companies, as needed.

Gladstone Investment Corporation is an investment company that seeks to invest in subordinated loans, mezzanine debt, preferred stock and warrants to purchase common stock of small and medium-sized companies in connection with buyouts and other recapitalizations. Gladstone Investment also invests in senior and subordinated syndicated loans. For more information please visit our website at www.GladstoneInvestment.com.

For Investor Relations inquiries related to any of the monthly dividend paying Gladstone funds, please visit www.gladstone.com.

Source: Gladstone Investment Corporation: +1-703-287-5893