
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):

October 7, 2014

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

On October 7, 2014, the board of directors of Gladstone Investment Corporation (the "Company") elected Walter H. Wilkinson, Jr. to the board to fill a vacancy resulting from the death of a former director. Mr. Wilkinson was also appointed a member of each of the Company's Compensation Committee and Ethics, Nominating and Corporate Governance Committee, effective immediately. Mr. Wilkinson is an "independent director" within the meaning of NASDAQ Stock Market Marketplace Rule 5605(a)(2) and Section 10A of the Securities and Exchange Act of 1934, as amended. Because Mr. Wilkinson is filling a vacancy on our board, Mr. Wilkinson's initial term will expire on the date of the Company's 2015 Annual Meeting of Shareholders.

Mr. Wilkinson is the founder and a general partner of Kitty Hawk Capital, a venture capital firm established in 1980 and based in Charlotte, North Carolina. He has served as a director of RF Micro Devices (NASDAQ: RFMD) since 1992 and has served as the Chairman of the Board of Directors since July 2008. He currently serves on the board of the N.C. State University Foundation and has previously served on the boards of other universities and related organizations. He is a past member and director of the National Venture Capital Association and is a past member and Chairman of the National Association of Small Business Investment Companies. He is currently Chairman of the Carolinas Chapter of the National Association of Corporate Directors ("NACD") and is a NACD Leadership Fellow, having completed the NACD's program for corporate directors. During his career he has helped to start or expand dozens of rapidly growing companies in a variety of industries. Mr. Wilkinson serves or has served as a director of numerous venture-backed companies, both public and private.

The Company issued a press release announcing the election of Mr. Wilkinson, which is attached hereto as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On October 7, 2014, Gladstone Investment Corporation (the "Company") issued a press release, filed herewith as Exhibit 99.2, announcing that its board of directors declared monthly cash distributions for the Company's common stock and 7.125% Series A Cumulative Term Preferred Stock for each of October, November and December 2014. In addition to the recurring monthly cash distribution of \$0.06 per common share, the Company's board of directors declared a one-time special cash distribution of \$0.05 per common share for December 2014. The Company also announced its intention to report earnings for its first quarter ended September 30, 2014, after the stock market closes on Tuesday, October 28, 2014. The Company's conference call will be held on October 29, 2014 at 8:30 a.m. EDT.

The information disclosed under this Item 7.01, including Exhibit 99.2 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, and shall not be deemed incorporated by reference into any filings made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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.

October 7, 2014

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	99.1 Press Release issued by Gladstone Investment Corporation on October 7, 2014.
99.2	99.2 Press Release issued by Gladstone Investment Corporation on October 7, 2014.



Gladstone Investment's Board of Directors Elects Walter H. Wilkinson, Jr.

MCLEAN, VA, October 7, 2014 – Gladstone Investment Corporation (NASDAQ: GAIN) (the “Company”) announces that today its board of directors elected Walter H. Wilkinson, Jr. to the board to fill the directorship vacancy created upon the death of a former director. Mr. Wilkinson was also appointed a member of each of the Company’s Compensation Committee and Ethics, Nominating and Corporate Governance Committee, effective immediately. Mr. Wilkinson is an “independent director” within the meaning of NASDAQ Stock Market Marketplace Rule 5605(a)(2) and Section 10A of the Securities and Exchange Act of 1934, as amended. Because Mr. Wilkinson is filling a vacancy on our board, Mr. Wilkinson’s initial term will expire on the date of the Company’s 2015 Annual Meeting of Shareholders.

Mr. Wilkinson is the founder and a general partner of Kitty Hawk Capital, a venture capital firm established in 1980 and based in Charlotte, North Carolina. He has served as a director of RF Micro Devices (NASDAQ: RFMD) since 1992 and has served as the Chairman of the Board of Directors since July 2008. He currently serves on the board of the N.C. State University Foundation and has previously served on the boards of other universities and related organizations. He is a past member and director of the National Venture Capital Association and is a past member and Chairman of the National Association of Small Business Investment Companies. He is currently Chairman of the Carolinas Chapter of the National Association of Corporate Directors (“NACD”) and is a NACD Leadership Fellow, having completed the NACD’s program for corporate directors. During his career he has helped to start or expand dozens of rapidly growing companies in a variety of industries. Mr. Wilkinson serves or has served as a director of numerous venture-backed companies, both public and private.

Mr. Wilkinson was selected as a director for the Company due to his strong leadership skills and his valuable understanding of our industry. With over 35 years of venture capital experience, Mr. Wilkinson also brings a unique perspective to the board. He has overseen the successful growth and evolution of numerous businesses and understands the challenges of leading both private and public companies through changing economic conditions and that boards of directors must work together in a collegial and effective manner to provide appropriate guidance to management.

Gladstone Investment Corporation is a publicly traded business development company that invests in debt and equity securities consisting primarily of senior, second lien, and senior subordinate term loans in small and medium sized businesses in the United States. Information on the business activities of all the Gladstone funds can be found at www.gladstonecompanies.com.

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

Source: Gladstone Investment Corporation


GLADSTONE INVESTMENT
Gladstone Investment Corporation Announces Distributions and Call Dates

- Monthly Cash Distributions of \$0.06 Per Share for October, November and December, 2014
- Special Bonus Cash Distribution of \$0.05 Per Common Share for December 2014
- Second Quarter Earnings Release and Conference Call Dates

MCLEAN, VA, October 7, 2014 – Gladstone Investment Corporation (NASDAQ: GAIN) (the “Company”) announced today that its board of directors declared the following monthly cash distributions and also announced its plan to report earnings for the second quarter ended September 30, 2014:

Regular Monthly Cash Distributions:

Common Stock: \$0.06 per share of common stock for each of October, November and December, 2014, payable per Table 1 below. The Company has paid 111 consecutive monthly cash distributions on its common stock.

Table 1: Summary Table for Common Stock cash distributions:

<u>Ex-Dividend Date</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Cash Distribution</u>
October 20	October 22	October 31	\$ 0.06
November 13	November 17	November 26	\$ 0.06
December 17	December 19	December 31	\$ 0.06
Total for the Quarter:			<u>\$ 0.18</u>

Term Preferred Stock: \$0.1484375 per share of the Company’s 7.125% Series A Cumulative Term Preferred Stock (“Term Preferred Stock”) for each of October, November and December, 2014, payable per Table 2 below. The Term Preferred Stock trades on the NASDAQ under the symbol “GAINP.”

Table 2: Summary Table for Term Preferred Stock cash distributions:

<u>Ex-Dividend Date</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Cash Distribution</u>
October 20	October 22	October 31	\$ 0.1484375
November 13	November 17	November 26	\$ 0.1484375
December 17	December 19	December 31	\$ 0.1484375
Total for the Quarter:			<u>\$ 0.4453125</u>

The Company offers a dividend reinvestment plan (the “DRIP”) to its common stockholders. For more information regarding the DRIP, please visit www.gladstoneinvestment.com.

Extra Bonus Special Cash Distribution for December 2014:

In addition to the recurring monthly cash distribution of \$0.06 per common share, the Company’s board of directors declared a one-time special cash distribution of \$0.05 per common share for December 2014, payable per Table 3 below:

Table 3: Summary Table for Common Stock special cash distribution:

<u>Ex-Dividend Date</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Cash Distribution</u>
December 17	December 19	December 31	\$ 0.05

This represents the third straight calendar year for which a special cash distribution has been declared. In aggregate, common distributions declared for the quarter ending December 31, 2014 equal \$0.23 per share.

Earnings Announcement:

The Company also announced today that it plans to report earnings after the stock market closes on Tuesday, October 28, 2014, for the second quarter ended September 30, 2014. The Company will hold a conference call on Wednesday, October 29, 2014, at 8:30 a.m. EDT to discuss its earnings results. Please call (855) 376-7516 to enter the conference call. An operator will monitor the call and set a queue for questions.

A conference call replay will be available beginning one hour after the call and will be accessible through November 29, 2014. To hear the replay, please dial (855) 859-2056 and use playback conference number 72398780.

The live audio broadcast of the Company’s conference call will be available online at www.gladstoneinvestment.com. The event will be archived and available for replay on the Company’s website through December 29, 2014.

If you have questions prior to or following the earnings release you may e-mail them to info@gladstonecompanies.com.

Gladstone Investment Corporation is a publicly traded business development company that seeks to make debt and equity investments in small and mid-sized businesses in the United States in connection with acquisitions, changes in control and recapitalizations. Information on the business activities of all the Gladstone funds can be found at www.gladstonecompanies.com.

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

Source: Gladstone Investment Corporation

For further information: Gladstone Investment Corporation, +1-703-287-5893