

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 5, 2024

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.)

1521 Westbranch Drive, Suite 100
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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.001 par value per share	GAIN	The Nasdaq Stock Market LLC
5.00% Notes due 2026	GAINN	The Nasdaq Stock Market LLC
4.875% Notes due 2028	GAINZ	The Nasdaq Stock Market LLC
8.00% Notes due 2028	GAINL	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On August 5, 2024, Gladstone Investment Corporation issued a press release announcing its financial results for its first fiscal quarter ended June 30, 2024. The text of the press release is included as an exhibit to this Current Report on Form 8-K. The information in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Gladstone Investment Corporation, dated August 5, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).



GLADSTONE INVESTMENT

Gladstone Investment Corporation Reports Financial Results for its First Quarter Ended June 30, 2024

MCLEAN, VA, August 5, 2024: [Gladstone Investment Corporation](#) (Nasdaq:GAIN) (the "Company") today announced earnings for its first fiscal quarter ended June 30, 2024. Please read the Company's Quarterly Report on Form 10-Q, filed today with the U.S. Securities and Exchange Commission (the "SEC"), which is available on the SEC's website at www.sec.gov or the investors section of the Company's website at www.gladstoneinvestment.com.

Summary Information: (dollars in thousands, except per share data (unaudited)):

	June 30, 2024	March 31, 2024	\$ Change	% Change
For the quarter ended:				
Total investment income	\$ 22,178	\$ 23,648	\$ (1,470)	(6.2)%
Total expenses, net ^(A)	9,764	18,325	(8,561)	(46.7)%
Net investment income ^(A)	12,414	5,323	7,091	133.2 %
Net realized gain	2	(14,650)	14,652	NM
Net unrealized (depreciation) appreciation	(18,942)	31,911	(50,853)	NM
Net (decrease) increase in net assets resulting from operations ^(A)	\$ (6,526)	\$ 22,584	\$ (29,110)	NM
Net investment income per weighted-average common share ^(A)	\$ 0.34	\$ 0.15	\$ 0.19	126.7 %
Adjusted net investment income per weighted-average common share ^(B)	\$ 0.24	\$ 0.24	\$ —	— %
Net (decrease) increase in net assets resulting from operations per weighted-average common share ^(A)	\$ (0.18)	\$ 0.63	\$ (0.81)	NM
Cash distribution per common share from net investment income	\$ 0.24	\$ 0.24	\$ —	— %
Weighted-average yield on interest-bearing investments	14.5 %	14.3 %	0.2 %	1.4 %
Total dollars invested	\$ 598	\$ 936	\$ (338)	(36.1)%
Total dollars repaid and collected from sales and recapitalization of investments	\$ 3,024	\$ 500	\$ 2,524	504.8 %
Weighted-average shares of common stock outstanding - basic and diluted	36,688,667	36,114,984	573,683	1.6 %
Total shares of common stock outstanding	36,688,667	36,688,667	—	— %
As of:				
Total investments, at fair value	\$ 899,138	\$ 920,504	\$ (21,366)	(2.3)%
Fair value, as a percent of cost	105.5 %	107.8 %	(2.3)%	(2.1)%
Net assets	\$ 477,380	\$ 492,711	\$ (15,331)	(3.1)%
Net asset value per common share	\$ 13.01	\$ 13.43	\$ (0.42)	(3.1)%
Number of portfolio companies	23	24	(1)	(4.2)%

NM = Not Meaningful

^(A) Inclusive of \$3.8 million, or \$0.10 per weighted-average common share, of capital gains-based incentive fees reversed during the three months ended June 30, 2024 and \$3.5 million, or \$0.09 per weighted-average common share, of capital gains-based incentive fees accrued during the three months ended March 31, 2024, respectively. These fees were (reversed)/accrued in accordance with United States generally accepted accounting principles ("U.S. GAAP"), where such amounts were not contractually due under the terms of the investment advisory agreement for the respective periods. Also see discussion under *Non-GAAP Financial Measure – Adjusted Net Investment Income* below.

^(B) See Non-GAAP Financial Measure - Adjusted Net Investment Income, below, for a description of this non-GAAP measure and a reconciliation from Net investment income to Adjusted net investment income, including on a weighted-average per share basis. The Company uses this non-GAAP financial measure internally in analyzing financial results and believes it is useful to investors as an additional tool to evaluate ongoing results and trends for the Company.

Highlights for the Quarter: During the quarter ended June 30, 2024, the following significant events occurred:

- **Portfolio Activity:**

- In May 2024, our remaining shares in Funko Acquisition Holdings, LLC (“Funko”) were sold, representing an exit of our investment in Funko, and resulting in a return of our equity cost basis of \$21 thousand and a realized gain of \$2 thousand.

- **Distributions and Dividends:**

- Paid an \$0.08 per common share distribution to common stockholders in each of April, May and June 2024.

First Quarter Results: Net investment income for the quarter ended June 30, 2024 was \$12.4 million, or \$0.34 per weighted-average common share, compared to net investment income of \$5.3 million, or \$0.15 per weighted-average common share, for the quarter ended March 31, 2024. This increase was a result of a decrease in total expenses, net of credits, primarily due to a decrease in accruals for capital gains-based incentive fees, partially offset by a decrease in total investment income in the current quarter.

Total investment income for the quarters ended June 30, 2024 and March 31, 2024 was \$22.2 million and \$23.6 million, respectively. The decrease quarter over quarter was due to a \$0.8 million decrease in interest income, primarily due to certain loans to portfolio companies being placed on non-accrual status during the current quarter, as well as a \$0.7 million decrease in success fee income, the timing of which can be variable.

Total expenses, net of credits, for the quarters ended June 30, 2024 and March 31, 2024 was \$9.8 million and \$18.3 million, respectively. The decrease quarter over quarter was primarily due to a \$7.2 million decrease in accruals for the capital gains-based incentive fees in the current quarter, as a result of the net impact of realized and unrealized gains and losses, and a \$2.2 million decrease in income incentive fees. These decreases were partially offset by a \$1.0 million increase in other expenses, primarily due to an increase in bad debt expense.

Net asset value per common share as of June 30, 2024 was \$13.01, compared to \$13.43 as of March 31, 2024. The decrease quarter over quarter was primarily due to \$18.9 million, or \$0.52 per common share, of net unrealized depreciation on investments, and \$8.8 million, or \$0.24 per common share, of distributions paid to common shareholders, partially offset by \$12.4 million, or \$0.34 per common share, of net investment income.

Subsequent Events: After June 30, 2024, the following significant events occurred:

- **Distributions and Dividends:** In July 2024, our Board of Directors declared the following monthly and supplemental distributions to common stockholders.

<u>Record Date</u>	<u>Payment Date</u>	<u>Distribution per Common Share</u>
July 22, 2024	July 31, 2024	\$ 0.08
August 21, 2024	August 30, 2024	0.08
September 20, 2024	September 30, 2024	0.08
	Total for the Quarter:	\$ 0.24

- **Significant Investment Activity:**

- In July 2024, we invested an additional \$18.5 million through secured first lien debt in Nocturne Luxury Villas, Inc. to fund an add-on acquisition.

Non-GAAP Financial Measure - Adjusted Net Investment Income: On a supplemental basis, the Company discloses Adjusted net investment income, including on a weighted-average per share basis, which is a financial measure that is calculated and presented on a basis of methodology other than in accordance with GAAP. Adjusted net investment income represents net investment income, excluding capital gains-based incentive fees. The Company uses this non-GAAP financial measure internally in analyzing financial results and believes that this non-GAAP financial measure is useful to investors as an additional tool to evaluate ongoing results and trends for the Company. The Company's investment advisory agreement provides that a capital gains-based incentive fee is determined and paid annually with respect to realized capital gains (but not unrealized appreciation) to the extent such realized capital gains exceed realized capital losses and unrealized depreciation on investments for such year. However, under GAAP, a capital gains-based incentive fee is accrued if realized capital gains and unrealized appreciation of investments exceed realized capital losses and unrealized depreciation of investments. Refer to Note 4 - *Related Party Transactions* in our Quarterly Report on Form 10-Q for further discussion. The Company believes that Adjusted net investment income is a useful indicator of operations exclusive of any capital gains-based incentive fees, as net investment income does not include realized or unrealized investment activity associated with the capital gains-based incentive fee.

The following table provides a reconciliation of net investment income (the most comparable GAAP measure) to Adjusted net investment income for the periods presented (*dollars in thousands, except per share amounts; unaudited*).

	For the quarter ended			
	June 30, 2024		March 31, 2024	
	Amount	Per Share Amount	Amount	Per Share Amount
Net investment income	\$ 12,414	\$ 0.34	\$ 5,323	\$ 0.15
Capital gains-based incentive fee	(3,788)	(0.10)	3,452	0.09
Adjusted net investment income	\$ 8,626	\$ 0.24	\$ 8,775	\$ 0.24
Weighted-average shares of common stock outstanding - basic and diluted		36,688,667		36,114,984

Adjusted net investment income may not be comparable to similar measures presented by other companies, as it is a non-GAAP financial measure that is not based on a comprehensive set of accounting rules or principles and therefore may be defined differently by other companies. In addition, Adjusted net investment income should be considered in addition to, not as a substitute for, or superior to, financial measures determined in accordance with GAAP.

Conference Call: The Company will hold its earnings release conference call on Tuesday, August 6, 2024, at 8:30 a.m. Eastern Time. Please call (866) 424-3437 to enter the conference call. An operator will monitor the call and set a queue for any questions. A replay of the conference call will be available through August 13, 2024. To hear the replay, please dial (877) 660-6853 and use the playback conference number 13746755. The replay will be available beginning approximately one hour after the call concludes. The live audio broadcast of the Company's quarterly conference call will also be available online at www.gladstoneinvestment.com. The event will be archived and available for replay on the Company's website.

About Gladstone Investment Corporation: [Gladstone Investment Corporation](http://www.gladstoneinvestment.com) is a publicly traded business development company that seeks to make secured debt and equity investments in lower middle market 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.

To obtain a paper copy of our Quarterly Report on Form 10-Q, filed today with the SEC, please contact the Company at 1521 Westbranch Drive, Suite 100, McLean, VA 22102, ATTN: Investor Relations. The financial information above is not comprehensive and is without notes, so readers should obtain and carefully review the Company's Form 10-Q for the quarter ended June 30, 2024, including the notes to the consolidated financial statements contained therein.

Investor Relations Inquiries: Please visit ir.gladstoneinvestment.com or call (703) 287-5893.

SOURCE: Gladstone Investment Corporation

Forward-looking Statements:

The statements in this press release regarding potential future distributions, earnings and operations of the Company are "forward-looking statements." These forward-looking statements inherently involve certain risks and uncertainties in predicting future results and conditions. Although these statements are based on the Company's current plans that are believed to be reasonable as of the date of this press release, a number of factors could cause actual results and conditions to differ materially from these forward-looking statements, including those factors described from time to time in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect any future events or otherwise, except as required by law.