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**NASDAQ**<sup>®</sup>

THE NASDAQ STOCK MARKET  
2600 BLACKWELL ROAD  
ROCKVILLE, MD 20850

Gary Sundick  
Vice President  
Listing Qualifications

By Electronic Delivery to: [filer-support@sec.gov](mailto:filer-support@sec.gov)

March 5, 2012

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on March 5, 2012, The Nasdaq Stock Market (the "Exchange") received from Gladstone Investment Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b)/A for the registration of the following security:

7.125% Series A Cumulative Term Preferred Stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*Gary N. Sundick*

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