

GLADSTONE INVESTMENT CORPORATION\DE  
Form DEFA14A  
July 23, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

.. Soliciting Material Under Rule 14a-12

**GLADSTONE INVESTMENT CORPORATION**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- .. Fee paid previously with preliminary materials:
  
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Institutional Shareholder Services and Glass, Lewis & Co. Each Recommend For  
Vote on All Proposals for Gladstone Investment Corporation's 2014 Annual  
Meeting of Stockholders**

MCLEAN, VA, July 23, 2014 Gladstone Investment Corporation (NASDAQ: GAIN) (the Company) announced today that the industry's two leading independent proxy advisory firms Institutional Shareholder Services Inc. (ISS) and Glass, Lewis & Co., LLC (Glass Lewis) each recently issued a report recommending that the Company's stockholders vote FOR all proposals in the Company's definitive proxy statement (the Proxy Statement) for its 2014 Annual Meeting of Stockholders (the Annual Meeting) filed with the U.S. Securities and Exchange Commission (SEC) on Schedule 14A, on June 20, 2014. The Proxy Statement includes a proposal that would allow the Company to issue and sell shares of its common stock below its then-current net asset value (NAV) per share, subject to certain limitations delineated in the Proxy Statement.

The following proposals are scheduled for a vote at the Annual Meeting for which ISS and Glass Lewis each have recommended a vote FOR :

1) Election of two directors, as outlined below:

a) Anthony W. Parker to be elected by the holders of our common stock and preferred stock, voting together as a single class; and

b) Michela English to be elected solely by the holders of our preferred stock, voting as a single class; and

2) Approval of a proposal to authorize the Company to issue and sell shares of its common stock (during the 12 months following the Annual Meeting) at a price below its then-current NAV (subject to certain limitations delineated in the Proxy Statement).

The Annual Meeting is scheduled for Thursday, August 7, 2014 at 11:00 a.m. EDT at the Hilton McLean Tysons Corner, located at 7920 Jones Branch Drive, McLean, Virginia, 22102.

**Important Information:**

The Company reminds stockholders that their vote is important and urges all stockholders to take a moment to vote their shares. Stockholders with questions related to the Annual Meeting or the voting of their shares, or who need to request additional proxy materials, are strongly encouraged to contact the Company's proxy solicitor, Georgeson Inc. at 1-800-790-6795, or the Company at 1-866-366-5745.

The Company also conducted an informational call with stockholders on June 25, 2014, regarding the aforementioned proposals. Stockholders who were unable to listen to the call may access the replay by calling (800) 585-8367 and using conference code 43664331. The webcast replay of the conference call will be available online through August 7, 2014, the date of the Annual Meeting, at [www.gladstoneinvestment.com](http://www.gladstoneinvestment.com).

On June 20, 2014, the Company filed its Proxy Statement with the SEC on Schedule 14A in connection with the Annual Meeting. The Company's stockholders are strongly advised to read the Proxy Statement carefully before making any voting or investment decision. The Company's Proxy Statement and any other materials filed by the Company with the SEC can be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or from the Company's website at [www.gladstoneinvestment.com](http://www.gladstoneinvestment.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](http://www.gladstonecompanies.com).

For Investor Relations inquiries related to any of the monthly dividend paying Gladstone funds, please visit [www.gladstone.com](http://www.gladstone.com).

Source: Gladstone Investment Corporation

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