
**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 19, 2018 (October 18, 2018)

Gladstone Investment Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

814-00704
(Commission
File Number)

83-0423116
(I.R.S. Employer
Identification Number)

1521 Westbranch Drive, Suite 100, McLean, Virginia 22102
(Address of Principal Executive Offices) (Zip Code)

(703) 287-5800
(Registrant's telephone number, including area code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 18, 2018, Gladstone Investment Corporation (the “Company”) executed and filed a Certificate of Elimination of 6.75% Series B Cumulative Term Preferred Stock, par value \$0.001 (“Series B Term Preferred Stock”) and a Certificate of Elimination of 6.50% Series C Cumulative Term Preferred Stock, par value \$0.001 (“Series C Term Preferred Stock”), thereby removing the Certificate of Designation of the Series B Term Preferred Stock and the Certificate of Designation of the Series C Term Preferred Stock from the Company’s Amended and Restated Certificate of Incorporation. Both of the Certificates of Elimination became effective upon filing. Copies of the Certificate of Elimination of the Series B Term Preferred Stock and the Certificate of Elimination of the Series C Term Preferred Stock are listed as Exhibit 3.1 and Exhibit 3.2 to this Current Report on Form 8-K, respectively, and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	<u>Certificate of Elimination of 6.75% Series B Cumulative Term Preferred Stock filed with the Secretary of State of Delaware on October 18, 2018.</u>
3.2	<u>Certificate of Elimination of 6.50% Series C Cumulative Term Preferred Stock filed with the Secretary of State of Delaware on October 18, 2018.</u>

CERTIFICATE OF ELIMINATION
OF
6.75% SERIES B CUMULATIVE TERM PREFERRED STOCK
OF
GLADSTONE INVESTMENT CORPORATION

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

Gladstone Investment Corporation (the "**Corporation**"), a corporation organized and existing under the laws of the State of Delaware, certifies as follows:

1. Pursuant to Section 151 of the General Corporation Law of the State of Delaware (the "**DGCL**") and the authority granted in the Corporation's Amended and Restated Certificate of Incorporation (the "**Charter**"), the Corporation duly adopted, authorized and designated 1,656,000 shares of 6.75% Series B Cumulative Term Preferred Stock, par value \$0.001 per share (the "**Series B Term Preferred Stock**"), as evidenced by the Certificate of Designation of 6.75% Series B Cumulative Term Preferred Stock of Gladstone Investment Corporation and Certificate of Amendment to Certificate of Designation of Series B Cumulative Term Preferred Stock (collectively the "**Series B Certificate of Designation**") filed with the Secretary of State of the State of Delaware on November 5, 2014 and August 3, 2015, respectively.

2. Pursuant to the provisions of Section 151(g) of the DGCL, the Board of Directors of the Company adopted the following resolutions:

RESOLVED: That no shares of Series B Term Preferred Stock are outstanding and none will be issued pursuant to the Series B Certificate of Designation.

RESOLVED FURTHER: That the officers of the Corporation be, and each of them individually hereby is, authorized and directed in the name and on behalf of the Corporation to prepare and file a Certificate of Elimination (the "**Certificate of Elimination**") setting forth a copy of these resolutions whereupon all matters set forth in the Series B Certificate of Designation shall be eliminated from the Corporation's Charter and the shares of the Series B Term Preferred Stock shall resume the status of authorized and unissued shares of preferred stock of the Corporation without designation as to series.

RESOLVED FURTHER; that the officers of the Corporation be, and each of them individually hereby is, authorized and directed in the name and on behalf of the Corporation to take all other actions and to execute and deliver such other documents, in addition to those set forth in the foregoing resolutions, as they may deem necessary or advisable in order to effect the purposes of the foregoing resolutions, and that all such actions heretofore so taken be, and they hereby are, in all respects ratified, confirmed and approved.

3. In accordance with Section 151(g) of the DGCL, the shares that were designated as Series B Term Preferred Stock are hereby returned to the status of authorized but unissued shares of the Preferred Stock of the Company, without designation as to series.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be executed by its duly authorized officer as of this 18th day of October, 2018.

GLADSTONE INVESTMENT CORPORATION

By: /s/ David Gladstone
David Gladstone
Chairman and CEO

CERTIFICATE OF ELIMINATION
OF
6.50% SERIES C CUMULATIVE TERM PREFERRED STOCK
OF
GLADSTONE INVESTMENT CORPORATION

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

Gladstone Investment Corporation (the “*Corporation*”), a corporation organized and existing under the laws of the State of Delaware, certifies as follows:

1. Pursuant to Section 151 of the General Corporation Law of the State of Delaware (the “*DGCL*”) and the authority granted in the Corporation’s Amended and Restated Certificate of Incorporation (the “*Charter*”), the Corporation duly adopted, authorized and designated 1,700,000 shares of 6.50% Series C Cumulative Term Preferred Stock, par value \$0.001 per share (the “*Series C Term Preferred Stock*”), as evidenced by the Certificate of Designation of 6.50% Series C Cumulative Term Preferred Stock of Gladstone Investment Corporation (the “*Series C Certificate of Designation*”) filed with the Secretary of State of the State of Delaware on May 7, 2015.

2. Pursuant to the provisions of Section 151(g) of the DGCL, the Board of Directors of the Company adopted the following resolutions:

RESOLVED: That no shares of Series C Term Preferred Stock are outstanding and none will be issued pursuant to the Series C Certificate of Designation.

RESOLVED FURTHER: That the officers of the Corporation be, and each of them individually hereby is, authorized and directed in the name and on behalf of the Corporation to prepare and file a Certificate of Elimination (the “*Certificate of Elimination*”) setting forth a copy of these resolutions whereupon all matters set forth in the Series C Certificate of Designation shall be eliminated from the Corporation’s Charter and the shares of the Series C Term Preferred Stock shall resume the status of authorized and unissued shares of preferred stock of the Corporation without designation as to series.

RESOLVED FURTHER; that the officers of the Corporation be, and each of them individually hereby is, authorized and directed in the name and on behalf of the Corporation to take all other actions and to execute and deliver such other documents, in addition to those set forth in the foregoing resolutions, as they may deem necessary or advisable in order to effect the purposes of the foregoing resolutions, and that all such actions heretofore so taken be, and they hereby are, in all respects ratified, confirmed and approved.

3. In accordance with Section 151(g) of the DGCL, the shares that were designated as Series C Term Preferred Stock are hereby returned to the status of authorized but unissued shares of the Preferred Stock of the Company, without designation as to series.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be executed by its duly authorized officer as of this 18th day of October, 2018.

GLADSTONE INVESTMENT CORPORATION

By: /s/ David Gladstone
David Gladstone
Chairman and CEO