

GLADSTONE INVESTMENT CORPORATION\DE

Form 8-A12G

March 31, 2005

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Gladstone Investment Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

83-0423116
(I.R.S. Employer Identification no.)

1521 Westbranch Drive, Suite 200, McLean, VA
(Address of principal executive offices)

22102
(Zip code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. "

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following. ý

Securities Act registration statement number to which this form relates: 333-123699
(if applicable)

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

None.

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

Common Stock, \$0.001 par value per share
(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

The description of the Common Stock to be registered hereunder contained in the section entitled "Description of Our Capital Stock," commencing at page 75 of the Prospectus included in the Registrant's Form N-2 Registration Statement (Reg. No 333-123699), filed with the Securities and Exchange Commission (the "Commission") on March 31, 2005, is incorporated herein by reference, and the description contained under such caption included in the form of final prospectus subsequently filed by the Registrant pursuant to Rule 497 under the Securities Act of 1933, as amended, which form of final prospectus is also incorporated by reference herein.

Item 2. Exhibits.

**Exhibit
Number Description**

- a.1 Certificate of Incorporation (1)
- a.2* Amended and Restated Certificate of Incorporation
- b. Bylaws (1)
- d.* Specimen stock certificate
- e.* Dividend Reinvestment Plan

(1) Incorporated by reference to the exhibit of the same number filed with the Registration Statement on Form N-2 (Reg. No 333-123699) filed on March 31, 2005.

* To be filed by amendment.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

GLADSTONE INVESTMENT CORPORATION

Date: March 29, 2005

By: /s/ David Gladstone

David Gladstone
Chairman and Chief Executive Officer

INDEX TO EXHIBITS

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