

APOLLO INVESTMENT CORP  
Form 8-K  
June 17, 2013

**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): June 17, 2013 (June 17, 2013)**

**APOLLO INVESTMENT CORPORATION**

(Exact name of Registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction

**814-00646**  
Commission

**52-2439556**  
(IRS Employer

of incorporation)

File Number

Identification Number)

**9 West 57<sup>th</sup> Street, New York, NY 10019**

(Address, including zip code, of principal executive offices)

**Registrant's telephone number, including area code: (212) 515-3450**

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 (see General Instruction A.2. below):

- 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))

**Item 8.01 Other Events.**

On June 17, 2013, Apollo Investment Corporation (the Company ) and U.S. Bank National Association (the Trustee ), entered into a Second Supplemental Indenture (the Second Supplemental Indenture ) to the Indenture, dated October 9, 2012, between the Company and the Trustee (the Indenture ). The Second Supplemental Indenture relates to the Company s issuance, offer and sale of \$135,000,000 aggregate principal amount of its 6.875% senior notes due 2043 (the Notes ). The Company has granted the underwriters an option to purchase up to an additional \$20,250,000 aggregate principal amount of the Notes to cover overallocments, if any.

The Notes will mature on July 15, 2043 and may be redeemed in whole or in part at the Company s option at any time or from time to time on or after July 15, 2018 at a redemption price of \$25 per security plus accrued and unpaid interest. The Notes bear interest at a rate of 6.875% per year payable quarterly on January 15, April 15, July 15 and October 15 of each year, commencing on October 15, 2013. The Notes are direct unsecured obligations of the Company.

The Company expects to use the net proceeds of this offering to repay outstanding indebtedness under its revolving credit facility.

The Indenture, as supplemented by the Second Supplemental Indenture, contains certain covenants including covenants requiring the Company to comply with Section 18(a)(1)(A) as modified by Section 61(a)(1) of the Investment Company Act of 1940, as amended, and to provide financial information to the holders of the Notes and the Trustee if the Company should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934. These covenants are subject to important limitations and exceptions that are described in the Indenture.

The Notes were offered and sold pursuant to the Registration Statement on Form N-2 (File No. 333-170519) and the prospectus supplement filed with the Securities and Exchange Commission on June 12, 2013. The transaction closed on June 17, 2013.

The foregoing descriptions of the Second Supplemental Indenture and the Notes do not purport to be complete and are qualified in their entirety by reference to the full text of the Second Supplemental Indenture and the Notes, respectively, each filed as exhibits hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Exhibit</b>
4.1	Second Supplemental Indenture, dated as of June 17, 2013, relating to the 6.875% Senior Notes due 2043, between the Company and U.S. Bank National Association, as trustee
4.2	Form of 6.875% Senior Notes due 2043 (contained in the Second Supplemental Indenture filed as Exhibit 4.1 hereto)
5.1	Opinion of Venable LLP
5.2	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto)
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (contained in the opinion filed as Exhibit 5.2 hereto)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 17, 2013

APOLLO INVESTMENT CORPORATION

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President and Secretary

INDEX TO EXHIBITS

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