

GLADSTONE INVESTMENT CORPORATION\DE

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 06/27/17

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Symbol	GAIN
Industry	Closed End Funds
Sector	Financials
Fiscal Year	03/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**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 §240.14a-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):

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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:

On Tuesday, June 27, 2017, at 9:00 a.m. Eastern Daylight Time, Gladstone Investment Corporation (the “Company”) held a conference call regarding the proposals included in the Company’s Definitive Proxy Statement, which was filed with the U.S. Securities and Exchange Commission on June 16, 2017. A script of the call follows:

Hello and good morning. This is David Gladstone, Chairman.

This is a special call to explain the items in the proxy for shareholders and analysts of Gladstone Investment Corporation, common stock trading on NASDAQ under the trading symbol (GAIN) and preferred stocks trading on NASDAQ under the trading symbol (GAINO) for our 6.75% Series B Term Preferred Stock, (GAINN) for our 6.50% Series C Term Preferred Stock and (GAINM) for our 6.25% Series D Term Preferred Stock.

Thank you all for calling in. We are happy to talk to shareholders and you all know that you have an open invitation to visit us here in the Washington, DC area. Please stop by at our McLean, Virginia headquarters and say hello. You will see some of the finest people in the business.

We also invite you all to attend our “virtual” shareholders’ meeting to be held via live webcast on August 3, 2017 at 11 a.m. Eastern Time by visiting www.virtualshareholdermeeting.com/GAIN.

If you are not attending the virtual meeting, or even if you are, please vote your shares ahead of time using your proxy so that we get the votes in.

There are 4 ways you can vote via proxy before the meeting:

- By mailing in your proxy card.
- By calling 1-800-690-6903 (however, if you call, you need your proxy card with the proxy control number to give to the operator).
- By going to www.proxyvote.com and voting on-line (you will also be asked to provide the proxy control number on your proxy card).
- You can also call your brokerage firm and they will help you get your vote in.

Regulations only allow your brokerage firm to vote your shares for you on routine matters – incidentally, none of the matters to be voted upon at this meeting are routine. Thus, your broker may not vote any of your shares for you. As a result, the cost to the company to round up the votes by calling and asking shareholders to vote their shares to ensure a quorum could be a major expense. And that takes away dollars that could otherwise be paid in distributions to shareholders.

Before I begin I need to read a statement about forward-looking statements.

This conference call may include statements that may constitute “forward-looking statements” within the meaning of Securities Act of 1933 and of the Securities Exchange Act of 1934 including statements with regard to the future performance of the company. These forward-looking statements inherently involve certain risks and uncertainties, even though they are based on our current plans. We believe those plans to be reasonable. There are many factors that may cause our actual results to be materially different from any future results that are expressed or implied by these forward-looking statements including those factors listed under the caption “Risk factors” in all of our Form 10-K filings as filed with the Securities and Exchange Commission and can be found on our web site at www.GladstoneInvestment.com and the SEC’s web site at www.sec.gov. The

company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Again, thank you all for calling in.

Before starting with the matters in the proxy, I want you to know that we will have our quarterly earnings call for the quarter ending June 30th during the first couple days of August, so I will not be able to answer questions about the 10-Q we are planning to file for that quarter on this call. Look for that press release, or better yet, go to our website and sign up for email notification of events at the company so you get the information when it is posted. You can also follow us on Twitter, user name 'GladstoneComps' or on Facebook, keyword 'The Gladstone Companies.'

I am happy to report that we remain focused on our goal of finding quality businesses with excellent management teams in which to invest. For the fiscal year ended March 31, 2017, our team accomplished the following:

- Invested an aggregate of \$71.2 million in two new portfolio companies and various existing portfolio companies;
- Generated net realized gains on investments of \$15.6 million primarily from the strategic exit of two portfolio companies;
- Distributed \$0.0625 per common share per month for a total of \$0.75 for the year in common stock distributions per share; and
- Completed a public offering of 2.3 million shares of our Series D Term Preferred Stock for gross proceeds of \$57.5 million;
- Redeemed all 1.6 million outstanding shares of our Series A Term Preferred Stock at their liquidation value; and
- Amended and extended our credit facility.

After our fiscal year ended, we:

- Generated net proceeds of approximately \$19 million on the strategic exit of another of our portfolio companies with a cost basis of \$16.4 million;
- Increased our monthly distributions from \$0.0625 to \$0.064 per common share for annual rate of \$ 0.77 per common share;
- Declared and paid a supplemental distribution, expected to be primarily made from undistributed net capital gains, of \$0.06 per common share; and
- Completed a public offering of approximately 2.3 million common shares for gross proceeds of \$21.2 million.

I can also tell you that we will have our board meeting in the first half of July and I expect our board to declare our monthly distributions as we have done before.

Now let's turn to the proxy. In the proxy we have asked shareholders to vote on a number of things. Some are easy to understand and others are not as easy.

1. First, we are asking you to re-elect two directors. The election of directors is something that we do every year, but I can tell you more information about the nominees at this meeting. Michela English and Anthony Parker have been on our board since 2005 and they are up for re-election by the shareholders.

2. Second, we are asking shareholders to approve a proposal to authorize our fund (with the subsequent approval of our board of directors) to sell shares of our common stock at a price below the then current net asset value per share. Many Business Development Companies, or BDCs, ask shareholders to do this because BDCs often trade at stock prices that are at or below net asset value per share.

As a Regulated Investment Company, our fund generally pays out our income and gains to shareholders in the form of distributions. This means the only way to permanently grow is to raise equity or debt. We are limited by law to having less than our equity in the amount of debt (in other words, a 1:1 debt to equity ratio) so none of the companies like ours are highly leveraged. And that is a good thing.

To grow the assets and earnings of our fund, we will need to raise equity in the future.

We need your vote to be authorized to sell shares at a price below net asset value in order not to do a rights offering.

Doing overnight offerings works well and does not let the short seller come in and push down the stock price. But to do an overnight offering we may need your approval to sell at below net asset value (of course, if our board subsequently approves such an offering in the future). Net asset value per share at March 31, 2017 was \$9.95, versus the closing stock price yesterday of \$9.39, so we are at approximately 94% of net asset value as of yesterday.

We asked you to do this in each of the last nine years and you gave us that ability.

We have only used this ability three times, once in October 2012, once in March 2015 and once in May of this year, in each case we saw a compelling reason to raise equity and conducted an overnight offering of common stock at a public offering price below the net asset value per share. Those equity offerings have allowed us to grow the portfolio by making new investments, generate additional income through new investments, provide us additional equity capital to help ensure continued compliance with regulatory tests and allow us to increase our debt capital.

We need to have this proposal passed so we have an alternative to a rights offering. Now I must ask all of you to please vote your shares. It is ever so costly and time consuming to get shareholders to vote. The fund spends thousands of dollars trying to contact voters to vote on these issues, so please vote your shares. I would like to pay that money out as a distribution to shareholders and not spend it on efforts like this.

We invite you all to attend the virtual shareholders' meeting to be held solely via live webcast on August 3, 2017 at 11 a.m. Eastern Time by visiting www.virtualshareholdermeeting.com/GAIN.

If you are not "virtually attending" or even if you are, please vote your shares of stock so that we can move forward with our investing strategies and growing the business. You can vote by proxy using any of the 4 ways we discussed earlier: by mailing in your proxy, by calling your broker, by calling 800-690-6903, but you have to have your proxy card with the proxy control number to vote by phone and by going to www.proxyvote.com, again with your proxy card and proxy control number.

If you haven't received your proxy in the mail yet, you should call your broker and get them to send you a replacement. But please vote so we can continue to grow the company.