

GLADSTONE INVESTMENT CORPORATION\DE

Form 10-K

June 02, 2009

[Table of Contents](#)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

---

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the fiscal year ended March 31, 2009**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission file number 814-00704**

---

**GLADSTONE INVESTMENT CORPORATION**

(Exact name of registrant as specified in its charter)

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

**Delaware**  
 (State or other jurisdiction of  
 incorporation or organization)

**83-0423116**  
 (I.R.S. Employer  
 Identification No.)

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

**22102**  
 (Zip Code)

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

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

|  |  |
|--|--|
| <b>Common Stock, \$0.001 par value per share</b> | <b>NASDAQ Global Select Market</b>     |
| (Title of each class)                            | (Name of exchange on which registered) |

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12 b-2 of the Exchange Act). YES  NO

The aggregate market value of the voting stock held by non-affiliates of the Registrant on September 30, 2008, based on the closing price on that date of \$6.88 on the NASDAQ Global Select Market, was \$210,637,992. For the purposes of calculating this amount only, all directors and executive officers of the Registrant have been treated as affiliates. There were 22,080,133 shares of the Registrant's Common Stock, \$0.001 par value, outstanding as of May 29, 2009.

**Documents Incorporated by Reference.** Portions of the Registrant's Proxy Statement relating to the Registrant's 2009 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K as indicated herein.

---

Table of Contents

**GLADSTONE INVESTMENT CORPORATION**

**FORM 10-K FOR THE FISCAL YEAR ENDED**

**MARCH 31, 2009**

**TABLE OF CONTENTS**

|                   |                |   |    |
|-------------------|----------------|---|----|
| <u>PART I</u>     | <u>Item 1</u>  | <u>Business</u>   | 3  |
|                   | <u>Item 1A</u> | <u>Risk Factors</u>   | 19 |
|                   | <u>Item 1B</u> | <u>Unresolved Staff Comments</u>  | 32 |
|                   | <u>Item 2</u>  | <u>Properties</u>   | 32 |
|                   | <u>Item 3</u>  | <u>Legal Proceedings</u>  | 32 |
|                   | <u>Item 4</u>  | <u>Submission of Matters to a Vote of Security Holders</u>  | 32 |
| <u>PART II</u>    | <u>Item 5</u>  | <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | 32 |
|                   | <u>Item 6</u>  | <u>Selected Financial Data</u>  | 33 |
|                   | <u>Item 7</u>  | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                        | 35 |
|                   | <u>Item 7A</u> | <u>Quantitative and Qualitative Disclosures About Market Risk</u>   | 59 |
|                   | <u>Item 8</u>  | <u>Financial Statements and Supplementary Data</u>  | 61 |
|                   | <u>Item 9</u>  | <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>                         | 94 |
|                   | <u>Item 9A</u> | <u>Controls and Procedures</u>  | 94 |
|                   | <u>Item 9B</u> | <u>Other Information</u>  | 94 |
| <u>PART III</u>   | <u>Item 10</u> | <u>Directors, Executive Officers and Corporate Governance</u>   | 94 |
|                   | <u>Item 11</u> | <u>Executive Compensation</u>   | 94 |
|                   | <u>Item 12</u> | <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>               | 95 |
|                   | <u>Item 13</u> | <u>Certain Relationships and Related Transactions and Director Independence</u>                                     | 95 |
| <u>PART IV</u>    | <u>Item 14</u> | <u>Principal Accountant Fees and Services</u>   | 95 |
| <u>SIGNATURES</u> | <u>Item 15</u> | <u>Exhibits and Financial Statement Schedules</u>   | 95 |

Table of Contents

**FORWARD-LOOKING STATEMENTS**

*All statements contained herein, other than historical facts, may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the Securities Act), as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These statements may relate to, among other things, future events or our future performance or financial condition. In some cases, you can identify forward-looking statements by terminology such as may, might, believe, will, provided, anticipate, future, could, growth, plan, intend, expect, should, would, if, seek, possible, potential, likely or the negative of such terms or comparable terminology. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others: (1) further adverse changes in the economy and the capital markets; (2) risks associated with negotiation and consummation of pending and future transactions; (3) the loss of one or more of our executive officers, in particular David Gladstone, Terry Lee Brubaker, George Stelljes III or David Dullum; (4) changes in our business strategy; (5) availability, terms and deployment of capital; (6) changes in our industry, interest rates, exchange rates or the general economy; (7) the degree and nature of our competition; and (8) those factors described in the Risk Factors section of this Form 10-K. We caution readers not to place undue reliance on any such forward-looking statement. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Form 10-K.*

**PART I**

*In this Annual Report on Form 10-K, or Annual Report, the Company, we, us, and our refer to Gladstone Investment Corporation and its wholly-owned subsidiaries unless the context otherwise indicates.*

**Item 1. Business**

**Overview**

We were incorporated under the General Corporation Laws of the State of Delaware on February 18, 2005. On June 22, 2005 we completed an initial public offering and commenced operations. We were primarily established for the purpose of investing in subordinated loans, mezzanine debt, preferred stock and warrants to purchase common stock of small and medium-sized companies in connection with buyouts and other recapitalizations. We also invest in senior secured loans, common stock and, to a much lesser extent, senior and subordinated syndicated loans. Our investment objective is to generate both current income and capital gains through these debt and equity instruments. We operate as a closed-end, non-diversified management investment company and have elected to be treated as a business development company ( BDC ) under the Investment Company Act of 1940, as amended (the 1940 Act ).

**Our Investment Strategy**

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

We seek to achieve returns from current income from senior, subordinated and mezzanine debt, and capital gains from preferred stock and warrants to purchase common stock that we purchase in connection with buyouts and recapitalizations of small and mid-sized companies with established management teams. We seek to make investments that generally range between \$10 million and \$40 million each, although this investment size may vary proportionately as the size of our capital base changes. Typically, our investments mature in no more than seven years and accrue interest at fixed or variable rates. We invest either by ourselves or jointly with other buyout funds and/or management of the portfolio company, depending on the opportunity. If we are participating in an investment with one or more co-investors, then our investment is likely to be smaller than if we were to be investing alone.

We expect that our target portfolio over time will include mostly subordinated loans, mezzanine debt, preferred stock, and warrants to buy common stock. Structurally, subordinated loans and mezzanine loans usually rank lower in priority of payment to senior debt, such as senior bank debt, and may be unsecured. However, subordinated debt and mezzanine loans rank senior to common and preferred equity in a borrower's capital structure. Typically, subordinated debt and mezzanine loans have elements of both debt and equity instruments, offering returns in the form of interest payments associated with senior debt, while providing lenders an opportunity to participate in the capital appreciation of a borrower, if any, through an equity position. Due to its higher risk profile and often less restrictive covenants as compared to senior debt, mezzanine debt generally earns a higher return than senior secured debt. Any warrants associated with mezzanine loans are typically detachable, which allows lenders to receive repayment of their principal on an agreed amortization schedule while retaining

Table of Contents

their equity interest in the borrower. Mezzanine debt also may include a put feature, which permits the holder to sell its equity interest back to the borrower at a price determined through a pre-determined formula.

***Our Investments***

*Control and Affiliate Investments*

At March 31, 2009 and 2008, we had investments in Control and Affiliate investments, at fair value, of approximately \$157.0 million and \$142.2 million, respectively, in revolving credit facilities, senior debt and subordinated debt. In addition, at March 31, 2009 and 2008, we held, at fair value, approximately \$62.2 million and \$50.7 million, respectively, in preferred and common equity of those companies.

At March 31, 2009 and 2008, our investments in Control investments, at fair value, represented approximately 77% and 70%, respectively, of our net assets. Also, at March 31, 2009 and 2008, our investments in Affiliate investments, at fair value, represented approximately 25% and 23%, respectively, of our net assets.

*Investment Activity*

On May 19, 2008, we invested approximately \$5.75 million in Tread Corporation ( Tread ) and its subsidiaries. The investment was comprised of approximately \$750,000 in preferred stock, \$5.0 million of senior second lien debt notes and a nominal amount in convertible common stock warrants. Tread, based in Roanoke, VA, was founded in 1957 and manufactures products that store, transport and mix the primary ingredients for liquid explosives, which are ammonium nitrate and fuel oil.

On August 22, 2008, we invested approximately \$21.4 million in Galaxy Tool Holding Corporation ( Galaxy ) and its subsidiaries. The investment was comprised of approximately \$4.1 million and \$48,000 in preferred stock and common stock, respectively, and \$17.25 million in a senior second lien debt note. Galaxy, based in Winfield, KS, was founded in 1985 and is a manufacturer of specialized tooling for the aerospace industry, as well as blow and injection molds for the plastics industry.

On August 29, 2008, we restructured our investment with Quench USA, LLC ( Quench ), reaching a settlement on the revolving credit facility and the term A senior subordinated debt and increased the term B senior subordinated debt to \$8.0 million. In the restructuring, approximately \$617,000 of distributions were received, \$567,000 of which were recorded as ordinary income. The remaining \$50,000 reduced our basis in Quench. Furthermore, due to a decrease in our ownership percentage in the investment, Quench was reclassified in these financial statements as an Affiliate investment, along with all unrealized gains and losses and interest income associated with the investment since the date of the restructuring.

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

On September 11, 2008, we invested approximately \$3.1 million in A. Stucki Holding Corp. ( Stucki ) in the form of additional debt to the existing senior subordinated term debt for Stucki's acquisition of the assets of Alco Spring Industries, Inc. ( Alco ). Alco, located in Chicago, IL, is one of the last independent manufacturers of hot wound springs for the transportation and heavy equipment industries. This investment carries the same terms as the original senior subordinated term debt facility. Our equity securities and ownership position did not change as a result of this transaction.

In October 2008, we executed a guaranty of a vehicle finance facility agreement between Ford Motor Credit Company ( FMC ) and Auto Safety House, LLC ( ASH ), one of our Control investments (the Finance Facility ). The Finance Facility provides ASH with a line of credit of up to \$500,000 for component Ford parts used by ASH to build truck bodies under a separate contract. Title and ownership of the parts is retained by Ford. The guaranty of the Finance Facility will expire upon termination of the separate parts supply contract with Ford or upon our replacement as guarantor. The Finance Facility is secured by all the assets of Business Investment. As of March 31, 2009, we have not been required to make any payments on the guaranty of the Finance Facility.

On November 10, 2008, we invested approximately \$10.7 million in Country Club Enterprises, LLC ( CCE ), comprised of approximately \$3.7 million in preferred stock and \$7.0 million in subordinated term debt. CCE, headquartered in Wareham, MA, was founded in 1975 and is one of the largest distributors of golf carts in the United States.



Table of Contents

In April 2009, we entered into agreements with certain of our Control and Affiliate investments that included repayments and reductions of portions of certain senior term debt and revolving lines of credit. See Note 13, "Subsequent Events" in our Notes to the Consolidated Financial Statements.

*Near-term Investment Strategy and Compliance with the Regulated Investment Company Asset Diversification Test*

As of the date of this report, we have limited capital resources available to make additional investments. Moreover, because of recent changes in our asset portfolio and their effect on our ability to satisfy certain elements of the Internal Revenue Code's rules for maintenance of our regulated investment company, or RIC, status, we are currently unable to make new investments, including additional investments in our portfolio companies (such as advances under outstanding lines of credit), without jeopardizing our continued status as a RIC. Under the rules applicable to RICs, we are required to be in compliance with the asset diversification test at each quarter end, with June 30, 2009 being the next quarterly measurement date. As of the date of this report, however, due to sales of Non-Control/Non-Affiliate investments subsequent to the quarter ended March 31, 2009, there is a significant possibility that at June 30, 2009, we will be below the 50% threshold of the asset diversification test. However, failure to meet the asset diversification test alone will not result in our loss of RIC status. In circumstances where the failure to meet the quarterly 50% threshold is the result of fluctuations in the value of assets, including as a result of the sale of assets, we are still deemed under the rules to satisfy the asset diversification test and, therefore, maintain our RIC status, as long as we have not made any new investments since the time that we fell below the 50% threshold.

Although we currently qualify as a RIC, if we make any additional investments before regaining compliance with the asset diversification test, our RIC status will be threatened. In this situation, if we did not regain compliance with the 50% threshold prior to the next quarterly measurement date following the additional investment, we would be in non-compliance with the RIC rules and would have thirty days to cure our failure of the asset diversification test to avoid our loss of RIC status. Potential cures for failure of the asset diversification test include raising additional equity or debt capital, or changing the composition of our assets, which could include full or partial divestitures of investments, such that we would once again exceed the 50% threshold. We are currently seeking to obtain a short-term credit facility under which we would be able to borrow funds at each quarter end that would allow us to satisfy the asset diversification test for the foreseeable future, thereby allowing us to make additional investments prior to June 30, 2009, or thereafter, and be in compliance with this test. There can be no assurance, however, that we will be able to enter into such a credit facility on reasonable terms, if at all, or that any other cures will be available to us such that our investment activity could resume.

*Non-Control/Non-Affiliate Investments*

At March 31, 2009 and 2008, we held investments in Non-Control/Non-Affiliate investments of approximately \$94.7 million and \$142.7 million, at fair value, respectively. These investments were comprised primarily of syndicated loan participations of senior notes of both public and private companies and also non-syndicated loan investments where we did not have a significant ownership interest in the portfolio company. Also included in Non-Control/Non-Affiliate investments, at both March 31, 2009 and 2008, were common stock warrants of one Non-Control/Non-Affiliate company, which carried fair values of \$0 and \$265, respectively. Our investments, at fair value, in Non-Control/Non-Affiliate investments represented approximately 44% and 69% of our net assets at March 31, 2009 and 2008, respectively. Subsequent to March 31, 2009, we sold 29 of the remaining 32 senior syndicated loans (collectively, the "Subsequent Syndicated Loan Sales") included in the Non-Control/Non-Affiliate investments for an aggregate of approximately \$69.2 million in cash proceeds and recorded a realized loss of approximately \$34.6 million in connection with these sales. These loans were sold to pay down all unpaid principal and interest owing to Deutsche Bank, A.G. under our prior credit agreement. Given foreseeable market conditions, we do not intend to significantly continue to invest in senior syndicated loans in the near term. See Note 13, "Subsequent Events" in our Notes to the Consolidated Financial Statements.

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

### *Investment Concentrations*

Approximately 59.0% of the aggregate fair value of our investment portfolio at March 31, 2009 consisted of senior term debt, approximately 21.2% was senior subordinated term debt and approximately 19.8% was preferred and common equity securities. At March 31, 2009, we had an aggregate of approximately \$348.9 million, at cost, invested in 46 portfolio companies. The following table outlines our investments by type at March 31, 2009 and 2008:

|                                      | March 31, 2009    |                   | March 31, 2008    |                   |
|--------------------------------------|-------------------|-------------------|-------------------|-------------------|
|                                      | Cost              | Fair Value        | Cost              | Fair Value        |
| Senior Term Debt                     | \$ 230,861        | \$ 185,161        | \$ 269,270        | \$ 244,878        |
| Senior Subordinated Term Debt        | 72,762            | 66,576            | 43,894            | 38,644            |
| Subordinated Term Debt               |                   |                   | 1,089             | 1,089             |
| Preferred & Common Equity Securities | 45,322            | 62,193            | 36,552            | 50,993            |
| <b>Total Investments</b>             | <b>\$ 348,945</b> | <b>\$ 313,930</b> | <b>\$ 350,805</b> | <b>\$ 335,604</b> |

As a result of the Subsequent Syndicated Loan Sales, as of May 29, 2009, 46.3% of the aggregate fair value of our investment portfolio consisted of senior term debt, approximately 27.7% was senior subordinated term debt and 26.0% was preferred and common equity securities. As of May 29, 2009, we had an aggregate of approximately \$239.7 million, at cost, invested in 17 portfolio companies.

Investments at fair value consisted of the following industry classifications at March 31, 2009 and 2008:

|  | March 31, 2009    |                                    |                             | March 31, 2008    |                                    |                             |
|--|-------------------|------------------------------------|-----------------------------|-------------------|------------------------------------|-----------------------------|
|  | Fair Value        | Percentage of<br>Total Investments | Percentage of<br>Net Assets | Fair Value        | Percentage of<br>Total Investments | Percentage of<br>Net Assets |
| Aerospace and Defense                        | \$ 22,436         | 7.2%                               | 10.4%                       | \$                | 0.0%                               | 0.0%                        |
| Automobile                                   | 14,436            | 4.6%                               | 6.7%                        | 2,074             | 0.6%                               | 1.0%                        |
| Beverage, Food and Tobacco                   | 1,570             | 0.5%                               | 0.7%                        | 3,454             | 1.0%                               | 1.7%                        |
| Broadcasting and<br>Entertainment            | 1,934             | 0.6%                               | 0.9%                        | 3,499             | 1.1%                               | 1.7%                        |
| Buildings and Real Estate                    | 10,709            | 3.4%                               | 5.0%                        | 11,734            | 3.5%                               | 5.7%                        |
| Cargo Transport                              | 13,324            | 4.3%                               | 6.2%                        | 20,869            | 6.2%                               | 10.1%                       |
| Chemicals, Plastics and<br>Rubber            | 21,420            | 6.8%                               | 10.0%                       | 25,563            | 7.6%                               | 12.4%                       |
| Containers, Packaging and<br>Glass           | 21,446            | 6.8%                               | 10.0%                       | 26,286            | 7.8%                               | 12.7%                       |
| Diversified/Conglomerate<br>Manufacturing    | 56,944            | 18.1%                              | 26.5%                       | 57,500            | 17.1%                              | 27.9%                       |
| Diversified/Conglomerate<br>Service          | 23,585            | 7.5%                               | 11.0%                       | 30,742            | 9.2%                               | 14.9%                       |
| Ecological                                   |                   | 0.0%                               | 0.0%                        | 422               | 0.1%                               | 0.2%                        |
| Electronics                                  | 6,594             | 2.1%                               | 3.1%                        | 10,689            | 3.2%                               | 5.2%                        |
| Healthcare, Education and<br>Childcare       | 33,605            | 10.7%                              | 15.6%                       | 37,238            | 11.1%                              | 18.0%                       |
| Home and Office Furnishings                  |                   | 0.0%                               | 0.0%                        | 14,658            | 4.4%                               | 7.1%                        |
| Machinery                                    | 63,907            | 20.4%                              | 29.8%                       | 66,439            | 19.8%                              | 32.2%                       |
| Oil and Gas                                  | 6,171             | 2.0%                               | 2.9%                        |                   | 0.0%                               | 0.0%                        |
| Personal, Food and<br>Miscellaneous Services | 3,552             | 1.1%                               | 1.7%                        | 6,936             | 2.1%                               | 3.4%                        |
| Printing and Publishing                      | 3,158             | 1.0%                               | 1.5%                        | 5,299             | 1.6%                               | 2.6%                        |
| Telecommunications                           | 9,139             | 2.9%                               | 4.3%                        | 12,202            | 3.6%                               | 5.9%                        |
| <b>Total Investments</b>                     | <b>\$ 313,930</b> | <b>100.0%</b>                      |                             | <b>\$ 335,604</b> | <b>100.0%</b>                      |                             |



Table of Contents

The investments at fair value were included in the following geographic regions of the United States at March 31, 2009 and 2008:

|                          | March 31, 2009    |                                    |            | March 31, 2008    |                                    |            |
|--------------------------|-------------------|------------------------------------|------------|-------------------|------------------------------------|------------|
|                          | Fair Value        | Percentage of<br>Total Investments | Net Assets | Fair Value        | Percentage of<br>Total Investments | Net Assets |
| Mid-Atlantic             | \$ 119,622        | 38.1%                              | 55.7%      | \$ 131,883        | 39.3%                              | 63.9%      |
| Midwest                  | 105,945           | 33.7%                              | 49.3%      | 106,811           | 31.8%                              | 51.7%      |
| Northeast                | 17,525            | 5.6%                               | 8.2%       | 10,718            | 3.2%                               | 5.2%       |
| Southeast                | 40,512            | 12.9%                              | 18.9%      | 49,780            | 14.8%                              | 24.1%      |
| West                     | 30,326            | 9.7%                               | 14.1%      | 36,412            | 10.9%                              | 17.6%      |
| <b>Total Investments</b> | <b>\$ 313,930</b> | <b>100.0%</b>                      |            | <b>\$ 335,604</b> | <b>100.0%</b>                      |            |

The geographic region depicts the location of the headquarters for our portfolio companies. A portfolio company may have a number of other business locations in other geographic regions.

**Our Investment Adviser and Administrator**

Gladstone Management Corporation (our Adviser) is led by a management team which has extensive experience in our lines of business. Our Adviser also has a wholly-owned subsidiary, Gladstone Administration, LLC (the Administrator), which employs our chief financial officer, chief compliance officer, treasurer and their respective staffs. Excluding our chief financial officer, all our executive officers are officers or directors, or both, of our Adviser and our Administrator.

Our Adviser and Administrator also provide investment advisory and administrative services to our affiliates Gladstone Commercial Corporation (Gladstone Commercial), a publicly traded real estate investment trust; Gladstone Capital Corporation (Gladstone Capital), a publicly traded business development company; and Gladstone Land Corporation, a private agricultural real estate company owned by David Gladstone, our chairman and chief executive officer. All of our directors and executive officers, with the exception of our chief financial officer, serve as either directors or executive officers, or both, of Gladstone Commercial and Gladstone Capital. In the future, our Adviser and Administrator may provide investment advisory and administrative services to other funds, both public and private, of which it is the sponsor.

We have been externally managed by our Adviser pursuant to an investment advisory and administrative agreement since our inception. Our Adviser was organized as a corporation under the laws of the State of Delaware on July 2, 2002, and is a registered investment adviser under the Investment Advisers Act of 1940, as amended. Our Adviser is headquartered in McLean, Virginia, a suburb of Washington, D.C., and has offices in the states of New York, New Jersey, Pennsylvania, Illinois, Texas and Georgia.

**Investment Process***Overview of Investment and Approval Process*

To originate investments, our Adviser's investment professionals use an extensive referral network comprised primarily of venture capitalists, leveraged buyout funds, investment bankers, attorneys, accountants, commercial bankers and business brokers. Our Adviser's investment professionals review information received from these and other sources in search of potential financing opportunities. If a potential opportunity matches our investment objectives, the investment professionals

Table of Contents

will seek an initial screening of the opportunity from our Adviser's investment committee, which is composed of David Gladstone (our chairman and chief executive officer), Terry Lee Brubaker (our co-vice chairman and chief operating officer) and George Stelljes III (our co-vice chairman and chief investment officer). If the prospective portfolio company passes this initial screening, the investment professionals conduct a due diligence investigation and create a detailed profile summarizing the prospective portfolio company's historical financial statements, industry and management team and analyzing its conformity to our general investment criteria. The investment professionals then present this profile to our Adviser's investment committee, which must approve each investment. Further, each financing is reviewed and approved by the members of our Board of Directors, a majority of whom are not interested persons as defined in Section 2(a)(19) of the 1940 Act.

***Prospective Portfolio Company Characteristics***

We have identified certain characteristics that we believe are important in identifying and investing in prospective portfolio companies. The criteria listed below provide general guidelines for our investment decisions, although not all of these criteria may be met by each portfolio company.

- ***Value-and-Income Orientation and Positive Cash Flow.*** Our investment philosophy places a premium on fundamental analysis from an investor's perspective and has a distinct value-and-income orientation. In seeking value, we focus on companies in which we can invest at relatively low multiples of earnings before interest, taxes, depreciation and amortization ( EBITDA ), and that have positive operating cash flow at the time of investment. In seeking income, we seek to invest in companies that generate relatively high and stable cash flow to provide some assurance that they will be able to service their debt and pay any required distributions on preferred stock. Typically, we do not expect to invest in start-up companies or companies with speculative business plans.
- ***Experienced Management.*** We generally require that our portfolio companies have experienced management teams. We also require the portfolio companies to have in place proper incentives to induce management to succeed and to act in concert with our interests as investors, including having significant equity or other interests in the financial performance of their companies.
- ***Strong Competitive Position in an Industry.*** We seek to invest in target companies that have developed strong market positions within their respective markets and that we believe are well-positioned to capitalize on growth opportunities. We seek companies that demonstrate significant competitive advantages versus their competitors, which we believe will help to protect their market positions and profitability.
- ***Exit Strategy.*** We seek to invest in companies that we believe will provide a stable stream of cash flow that is sufficient to repay the loans we make to them and to reinvest in their respective businesses. We expect that such internally generated cash flow, which will allow our portfolio companies to pay interest on, and repay the principal of, our investments, will be a key means by which we exit from our investments over time. In addition, we also seek to invest in companies whose business models and expected future cash flows offer attractive possibilities for capital appreciation on any equity interests we may obtain or retain. These capital appreciation possibilities include strategic acquisitions by other industry participants or financial buyers, initial public offerings of common stock, or other capital market transactions.
- ***Liquidation Value of Assets.*** The prospective liquidation value of the assets, if any, collateralizing loans in which we invest is an important factor in our investment analysis. We emphasize both tangible assets, such as accounts receivable, inventory, equipment, and real

estate and intangible assets, such as intellectual property, customer lists, networks, and databases, although the relative weight we place on these asset classes will vary by company and industry.

*Extensive Due Diligence*

Our Adviser conducts what we believe are extensive due diligence investigations of our prospective portfolio companies and investment opportunities. Our due diligence investigation of a prospective portfolio company may begin with a review of publicly available information, and generally includes some or all of the following:

- a review of the prospective portfolio company's historical and projected financial information;
- visits to the prospective portfolio company's business site(s);

Table of Contents

- interviews with the prospective portfolio company's management, employees, customers and vendors;
- review of all loan documents;
- background checks on the prospective portfolio company's management team; and
- research on the prospective portfolio company's products, services or particular industry.

Upon completion of a due diligence investigation and a decision to proceed with an investment in a buyout or other recapitalization, our Adviser's investment professionals who have primary responsibility for the investment present the investment opportunity to our Adviser's investment committee, which consists of Messrs. Gladstone, Brubaker and Stelljes. The investment committee determines whether to pursue the potential investment. Additional due diligence of a potential investment may be conducted on our behalf by attorneys and independent accountants prior to the closing of the investment, as well as other outside advisers, as appropriate.

We also rely on the long-term relationships that our Adviser's investment professionals have with venture capitalists, leveraged buyout funds, investment bankers, commercial bankers and business brokers, and on the extensive direct experiences of our executive officers and managing directors in providing debt and equity capital to small and medium-sized private businesses.

***Investment Structure***

Once we have determined that a prospective acquisition, buyout or recapitalization meets our standards and investment criteria, we work with the management of that company and other capital providers to structure the transaction in a way that provides us the greatest opportunity to maximize our return on the investment, while providing appropriate incentives to management of the company.

***Subordinated Debt and Mezzanine Debt.*** We anticipate that over time, much of the capital that we invest will be in the form of subordinated or mezzanine debt. Most of our mezzanine loans are unsecured loans while most of the subordinated loans are collateralized by a subordinated lien on some or all of the assets of the borrower. We structure most of our mezzanine and subordinated loans with variable interest rates, but some are fixed rate loans. In either event, we structure the loans at relatively high rates of interest that provide us with significant current interest income. Our subordinated and mezzanine loans typically have maturities of five to ten years and provide for interest-only payments in the early years, with amortization of principal deferred to the later years of the mezzanine loans. In some cases we may enter into loans that, by their terms, convert into equity or additional debt securities or defer payments of interest for the first few years after our investment, but none of our loans to date are convertible into such debt or equity securities.



Our subordinated and mezzanine debt investments may include equity features, such as warrants or options to buy a significant common stock ownership interest in the portfolio company or success fees if the business is sold. If a portfolio company appreciates in value, we may achieve additional investment returns from any equity interests we hold. If we are a minority interest holder, we may structure the warrants to provide provisions protecting our rights as a minority-interest holder such as the right to sell the warrants back to the company upon the occurrence of specified events. In many cases, we also obtain registration rights in connection with these equity interests, which may include demand and co-registration rights.

*Senior Secured Debt.* We also provide senior secured acquisition financing for some portfolio companies. We typically structure these senior secured loans to have terms of three to ten years, and they may provide for limited principal payments in the first few years of the term of the loan. We generally obtain security interests in the assets of our portfolio companies that will serve as collateral in support of the repayment of these senior loans. This collateral usually takes the form of first priority liens on the assets of the portfolio company. The interest rates on our senior secured loans are generally variable rates ranging between 3.5% and 7.0% over the London Interbank Offer Rate ( LIBOR ).

*Preferred and Common Stock.* We also may acquire preferred or common stock, or both, in connection with a buyout or recapitalization. With respect to preferred or common stock investments, we target an investment return substantially higher than our investments in senior or subordinated loans. However, we can offer no assurance that we can achieve such a return with respect to any investment or our portfolio as a whole. The features of the preferred stock we receive vary by transaction, but may include priority distribution rights, superior voting rights, redemption rights, liquidation preferences and other provisions intended to protect our interests. Generally speaking, common stock does not have any current income and its value is realized, if at all, upon the sale of the business or following the company's initial public offering.

Table of Contents

*Risk Management.* We seek to limit the downside risk of our investments by:

- making investments with an expected total return (including both interest and potential equity appreciation) that we believe compensates us for the credit risk of the investment;
- seeking collateral or superior positions in the portfolio company's capital structure where possible;
- incorporating put rights and call protection into the investment structure where possible; and
- negotiating covenants in connection with our investments that afford our portfolio companies as much flexibility as possible in managing their businesses, consistent with the preservation of our capital.

We expect to hold most of our investments in subordinated debt and mezzanine debt until maturity or repayment, but we will sell our investments earlier if a liquidity event takes place, such as the sale or recapitalization of a portfolio company or, in the case of an equity investment in a company, its initial public offering. Occasionally, we may sell some or all of our subordinated debt, mezzanine debt or equity interests in a portfolio company to a third party, such as an existing investor in the portfolio company, through a privately negotiated transaction.

As described above, we may also provide senior debt in addition to subordinated debt and equity in connection with an acquisition.

***Temporary Investments***

Pending investment in the debt of private companies, we invest our otherwise uninvested cash primarily in cash, cash items, government securities or high-quality debt securities maturing in one year or less from the time of investment (collectively "temporary investments") so that at least 70% of our assets are "qualifying assets," for purposes of the business development company provisions of the 1940 Act. For information regarding regulations to which we are subject and the definition of "qualifying assets," see Regulation as a Business Development Company.

***Hedging Strategies***

Although it has not yet happened, nor do we expect this to happen in the near future, when one of our portfolio companies in which we hold equity investments goes public, we may undertake hedging strategies with regard to any equity interests that we may have in that company. We may mitigate risks associated with the volatility of publicly traded securities by, for instance, selling securities short or writing or buying call or

put options. Hedging against a decline in the value of such investments in public companies would not eliminate fluctuations in the values of such investments or prevent losses if the values of such investments decline, but it would establish other investments designed to gain from those same developments. Therefore, by engaging in hedging transactions, we can moderate the decline in the value of our hedged investments in public companies. However, such hedging transactions would also limit our opportunity to gain from an increase in the value of our investment in the public company. Pursuant to our line of credit, we have agreed to enter into hedging transactions, such as interest rate cap agreements, in connection with the borrowings that we make under our line of credit. To date, we hold only one interest rate cap agreement. Hedging strategies can pose risks to us and our stockholders, but we believe that such activities are manageable because they will be limited to only a portion of our portfolio.

Section 12(a)(3) of the 1940 Act prohibits us from effecting a short sale of any security in contravention of such rules and regulations or orders as U.S. Securities and Exchange Commission (the SEC) may prescribe as necessary or appropriate in the public interest or for the protection of investors . . . . Though, to date, the SEC has not yet promulgated regulations under this statute, it is possible that such regulations could be promulgated in the future in a way that would require us to change any hedging strategies that we may adopt. Accordingly, we will only engage in hedging activities that comply with applicable law and regulations.

### **Competitive Advantages**

A large number of entities compete with us and make the types of investments that we seek to make in small and medium-sized privately-owned businesses. Such competitors include private equity funds, leveraged buyout funds, venture capital funds, investment banks and other equity and non-equity based investment funds, and other financing sources, including traditional financial services companies such as commercial banks. Many of our competitors are substantially larger than we are and have considerably greater funding sources that are not available to us. In addition, certain of our

Table of Contents

competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments, establish more relationships and build their market shares. Furthermore, many of these competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a business development company. However, we believe that we have the following competitive advantages over other providers of financing to small and mid-sized businesses:

***Management expertise***

David Gladstone, our chairman and chief executive officer, is also the chairman and chief executive officer of our Adviser and its affiliated companies (the Gladstone Companies), and has been involved in all aspects of the Gladstone Companies' investment activities, including serving as a member of our Adviser's investment committee. David Dullum is our president and has extensive experience in private equity investing in middle market companies. Terry Lee Brubaker is our co-vice chairman and chief operating officer and has substantial experience in acquisitions and operations of companies. George Stelljes III is our co-vice chairman and chief investment officer and has extensive experience in leveraged finance. Messrs. Gladstone, Dullum, Brubaker and Stelljes have principal management responsibility for our Adviser as its senior executive officers. These individuals dedicate a significant portion of their time to managing our investment portfolio. Our senior management has extensive experience providing capital to small and mid-sized companies and has worked together for more than 10 years. In addition, we have access to the resources and expertise of our Adviser's investment professionals and supporting staff that possess a broad range of transactional, financial, managerial, and investment skills.

***Increased access to investment opportunities developed through proprietary research capability and extensive network of contacts***

Our Adviser seeks to identify potential investments both through active origination and due diligence and through its dialogue with numerous management teams, members of the financial community and potential corporate partners with whom our Adviser's investment professionals have long-term relationships. We believe that our Adviser's investment professionals have developed a broad network of contacts within the investment, commercial banking, private equity and investment management communities, and that their reputation in investment management enables us to identify well-positioned prospective portfolio companies which provide attractive investment opportunities. Additionally, our Adviser expects to generate information from its professionals' network of accountants, consultants, lawyers and management teams of portfolio companies and other companies.

***Disciplined, value-and-income-oriented investment philosophy with a focus on preservation of capital***

In making its investment decisions, our Adviser focuses on the risk and reward profile of each prospective portfolio company, seeking to minimize the risk of capital loss without foregoing the potential for capital appreciation. We expect our Adviser to use the same value-and-income-oriented investment philosophy that its professionals use in the management of the other Gladstone Companies and to commit resources to management of downside exposure. Our Adviser's approach seeks to reduce risk in investments by using some or all of the following:

- focusing on companies with good market positions, established management teams and good cash flow;

- investing in businesses with experienced management teams;
- engaging in extensive due diligence from the perspective of a long-term investor;
- investing at low price-to-cash flow multiples; or
- adopting flexible transaction structures by drawing on the experience of the investment professionals of our Adviser and its affiliates.

*Longer investment horizon with attractive publicly traded model*

Unlike private equity and venture capital funds that are typically organized as finite-life partnerships, we are not subject to standard periodic capital return requirements. The partnership agreements of most private equity and venture capital funds typically provide that these funds may only invest investors' capital once and must return all capital and realized gains to investors within a finite time period, often seven to ten years. These provisions often force private equity and venture capital funds to seek returns on their investments by causing their portfolio companies to pursue mergers, public equity offerings, or

Table of Contents

other liquidity events more quickly than might otherwise be optimal or desirable, potentially resulting in both a lower overall return to investors and an adverse impact on their portfolio companies. We believe that our flexibility to make investments with a long-term view and without the capital return requirements of traditional private investment vehicles provides us with the opportunity to achieve greater long-term returns on invested capital.

***Flexible transaction structuring***

We believe our management team's broad expertise and ability to draw upon many years of combined experience enable our Adviser to identify, assess, and structure investments successfully across all levels of a company's capital structure and manage potential risk and return at all stages of the economic cycle. We are not subject to many of the regulatory limitations that govern traditional lending institutions such as banks. As a result, we are flexible in selecting and structuring investments, adjusting investment criteria and transaction structures, and, in some cases, the types of securities in which we invest. We believe that this approach enables our Adviser to identify attractive investment opportunities that will continue to generate current income and capital gain potential throughout the economic cycle, including during turbulent periods in the capital markets. One example of our flexibility is our ability to exchange our publicly-traded stock for the stock of an acquisition target in a tax-free reorganization under the Internal Revenue Code of 1986, as amended (the "Code"). After completing an acquisition in such an exchange, we can restructure the capital of the small company to include senior and subordinated debt.

***Leverage***

For the purpose of making investments other than temporary investments and to take advantage of favorable interest rates, we may issue senior debt securities (including borrowings under our current line of credit) up to the maximum amount permitted by the 1940 Act. The 1940 Act currently permits us to issue senior debt securities and preferred stock (collectively, "senior securities") in amounts such that our asset coverage, as defined in the 1940 Act, is at least 200% after each issuance of senior securities. We may also incur such indebtedness to repurchase our common stock. As a result of issuing senior securities, we are exposed to the risks of leverage. Although borrowing money for investments increases the potential for gain, it also increases the risk of loss. A decrease in the value of our investments will have a greater impact on the value of our common stock to the extent that we have borrowed money to make investments. There is a possibility that the costs of borrowing could exceed the income we receive on the investments we make with such borrowed funds. In addition, our ability to pay distributions or incur additional indebtedness would be restricted if asset coverage is less than twice our indebtedness. If the value of our assets declines, we might be unable to satisfy that test. If this happens, we may find it necessary to liquidate a portion of our loan portfolio and repay a portion of our indebtedness at a time when a sale may be disadvantageous. Furthermore, any amounts that we use to service our indebtedness will not be available for distributions to our stockholders. Our Board of Directors is authorized to provide for the issuance of preferred stock with such preferences, powers, rights and privileges as it deems appropriate, provided that such an issuance adheres to the requirements of the 1940 Act. See "Regulation as a Business Development Company Asset Coverage" for a discussion of our leveraging constraints.

**Ongoing Relationships with and Monitoring of Portfolio Companies**

***Monitoring***

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

Our Adviser's investment professionals monitor the financial trends of each portfolio company on an ongoing basis to determine if each is meeting its respective business plans and to assess the appropriate course of action for each company. We monitor the status and performance of each portfolio company and use it to evaluate the overall performance of our portfolio.

Our Adviser employs various methods of evaluating and monitoring the performance of our investments, which include some or all of the following:

- Assessment of success in the portfolio company's overall adherence to its business plan and compliance with covenants;
- Attendance at and participation in meetings of the portfolio company's board of directors;
- Periodic contact, including formal update interviews with portfolio company management, and, if appropriate, the financial or strategic sponsor;
- Comparison with other companies in the portfolio company's industry; and
- Review of monthly and quarterly financial statements and financial projections for portfolio companies.

Table of Contents

***Managerial Assistance and Services***

As a business development company, we make available significant managerial assistance to our portfolio companies and provide other services to such portfolio companies. Neither we nor our Adviser currently receives fees in connection with managerial assistance. Our Adviser provides other services to our portfolio companies and receives fees for these other services, certain of which are credited by 50% against the investment advisory fees that we pay our Adviser.

***Valuation Process***

The following is a general description of the steps we take each quarter to determine the value of our investment portfolio. We value our investments in accordance with the requirements of the 1940 Act. We value securities for which market quotations are readily available at their market value. We value all other securities and assets at fair value as determined in good faith by our Board of Directors. In determining the value of our investments, our Adviser has established an investment valuation policy (the Policy). The Policy has been approved by our Board of Directors, and each quarter the Board of Directors reviews whether our Adviser has applied the Policy consistently and votes whether or not to accept the recommended valuation of our investment portfolio. Due to the uncertainty inherent in the valuation process, such estimates of fair value may differ significantly from the values that would have been obtained had a ready market for the securities existed. Investments for which market quotations are readily available are recorded in our financial statements at such market quotations. With respect to any investments for which market quotations are not readily available or reliable, we perform the following valuation process each quarter:

- Our quarterly valuation process begins with each portfolio company or investment being initially assessed by our Adviser's investment professionals responsible for the investment, using the Policy.
- Preliminary valuation conclusions are then discussed with our management, and documented, along with any independent opinions of value provided by Standard & Poor's Loan Evaluation Service, Inc. ( SPSE ), for review by our Board of Directors.
- Our Board of Directors reviews this documentation and discusses the input of our Adviser, management, and the opinions of value of SPSE to arrive at a determination for the aggregate fair value of our portfolio of investments.

Our valuation policies, procedures and processes are more fully described under Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies Investment Valuation.

**Investment Advisory and Management Agreement**



## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

We entered into an investment advisory and management agreement with our Adviser (the "Advisory Agreement"), which is controlled by our chairman and chief executive officer. On July 9, 2008, our Board of Directors approved the renewal of its Advisory Agreement with the Adviser through August 31, 2009. In accordance with the Advisory Agreement, we pay the Adviser fees as compensation for its services, consisting of a base management fee and an incentive fee.

The base management fee is computed and payable quarterly and is assessed at an annual rate of 2.0% computed on the basis of the value of our average gross assets at the end of the two most recently completed quarters, which are total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings.

Our Board of Directors accepted an unconditional and irrevocable voluntary waiver from the Adviser to reduce the annual 2.0% base management fee on senior syndicated loan participations to 0.5%, to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations. This waiver remained in effect and was applied through March 31, 2009, and any waived fees may not be recouped by our Adviser in the future.

When our Adviser receives fees from portfolio companies, as discussed in Note 2 under "Services Provided to Portfolio Companies," 50% of certain of these fees are credited against the base management fee that we would otherwise be required to pay to our Adviser.

In addition, the Adviser services the loans held by our wholly owned subsidiary Gladstone Business Investment LLC

Table of Contents

( Business Investment ), in return for which the Adviser receives a 2.0% annual fee based on the monthly aggregate balance of loans held by Business Investment. Since we own these loans, all loan servicing fees paid to the Adviser are treated as reductions against the 2.0% base management fee payable to the Adviser. Overall, the base management fee due to the Adviser cannot exceed 2.0% of total assets (as reduced by cash and cash equivalents pledged to creditors) during any given fiscal year.

The incentive fee consists of two parts: an income-based incentive fee and a capital gains incentive fee. The income-based incentive fee rewards the Adviser if our quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of our net assets (the hurdle rate ). We will pay the Adviser an income incentive fee with respect to our pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee in any calendar quarter in which its pre-incentive fee net investment income does not exceed the hurdle rate (7% annualized);
- 100% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized); and
- 20% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).

*Quarterly Incentive Fee Based on Net Investment Income*

**Pre-incentive fee net investment income  
(expressed as a percentage of the value of net assets)**

**Percentage of pre-incentive fee net investment income  
allocated to income-related portion of incentive fee**

The second part of the incentive fee is a capital gains incentive fee that is determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date), and equals 20% of our realized capital gains as of the end of the fiscal year. In determining the capital gains incentive fee payable to our Adviser, we calculate the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since our inception, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in our portfolio. For this purpose, cumulative aggregate realized capital gains, if any, equals the sum of the differences between the net sales price of each investment, when sold, and the original cost of such investment since our inception. Cumulative aggregate realized capital losses equals the sum of the amounts by which the net sales price of each investment, when sold, is less than the original cost of such investment since our inception. Aggregate unrealized capital depreciation equals the sum of the difference, if negative, between the valuation of each investment as of the applicable calculation date and the original cost of such investment. At the end of the applicable year, the amount of capital gains that serves as the basis for our calculation of the capital gains incentive fee equals the cumulative aggregate realized capital gains less cumulative aggregate realized capital losses, less aggregate unrealized capital depreciation, with respect to our portfolio of investments. If this number is positive at the end of such year, then the capital gains incentive fee for such year equals 20% of such amount, less the aggregate amount of any capital gains incentive fees paid in respect of our portfolio in all prior years.

#### **Administration Agreement**

We have entered into an administration agreement with our Administrator (the Administration Agreement ), whereby we pay separately for administrative services. The Administration Agreement provides for payments equal to our allocable portion of our Administrator's overhead expenses in performing its obligations under the Administration Agreement

Table of Contents

including, but not limited to, rent for employees of our Administrator, and our allocable portion of the salaries and benefits expenses of our chief financial officer, controller, chief compliance officer, treasurer and their respective staffs. Our allocable portion of expenses is derived by multiplying our Administrator's total expenses by the percentage of our average assets (the total assets at the beginning each quarter) in comparison to the average total assets of all companies managed by our Adviser under similar agreements.

**License Agreement**

We entered into a license agreement with the Adviser, pursuant to which the Adviser has granted us a non-exclusive license to use the name Gladstone and the Diamond G trademark. The amount of the fee is negotiated on an annual basis by our compensation committee and must be approved by a majority of our independent directors. This license agreement required us to pay the Adviser a royalty fee of one dollar per quarter through March 31, 2008, at which time it was increased to ten dollars per quarter and will remain at ten dollars until the next renewal date of March 31, 2010. The license arrangement will terminate in the event that Gladstone Management Corporation is no longer our investment adviser.

**Material U.S. Federal Income Tax Considerations**

***Regulated Investment Company Status***

In order to maintain the qualification for treatment as a regulated investment company ( RIC ) under Subchapter M of the Code, we must distribute to our stockholders, for each taxable year, at least 90% of our investment company taxable income, which is generally our ordinary income plus short-term capital gains. We refer to this as the annual distribution requirement. We must also meet several additional requirements, including:

- *Business Development Company Status.* At all times during each taxable year, we must maintain our status as a business development company;
- *Income source requirements.* At least 90% of our gross income for each taxable year must be from dividends, interest, payments with respect to securities loans, gains from sales or other dispositions of securities or other income derived with respect to our business of investing in securities, and net income derived from an interest in a qualified publicly traded partnership; and
- *Asset diversification requirements.* As of the close of each quarter of our taxable year: (1) at least 50% of the value of our assets must consist of cash, cash items, U.S. government securities, the securities of other regulated investment companies and other securities to the extent that (a) we do not hold more than 10% of the outstanding voting securities of an issuer of such other securities and (b) such other securities of any one issuer do not represent more than 5% of our total assets, and (2) no more than 25% of the value of our total assets may be invested in the securities of one issuer (other than U.S. government securities or the securities of other regulated investment companies), or of two or more issuers that are controlled by us and are engaged in the same or similar or related trades or businesses or in the securities of one or more

qualified publicly traded partnerships.

While we were in compliance with the asset diversification test at March 31, 2009, changes in our asset portfolio during April and May have caused us to fall below the required 50% threshold as of the date of this report. As noted above, in order to maintain our RIC status, we must satisfy the asset diversification test as of the end of each quarter, subject to certain exceptions, with the next measurement date on June 30, 2009. In circumstances where we fail to meet the quarterly 50% threshold as a result of fluctuations in the value of our assets, including as a result of the sale of assets, as in our present situation, we will still be deemed to satisfy the asset diversification test and, therefore, maintain our RIC status, as long as we have not made any new investments, including additional investments in our portfolio companies (such as advances under outstanding lines of credit), since the time that we fell below the 50% threshold. As of the date of this report, we have not made any such investments since the sale of syndicated loans that caused us to fall below the 50% threshold. Accordingly, as long as we do not make any such investments prior to June 30, 2009, we will be deemed to satisfy the asset diversification test at June 30, 2009, and our failure to satisfy the 50% threshold as of that date will not result in our loss of RIC status. However, even if we maintain our RIC status as of June 30, 2009, if in the future we make any new investments and then fail to meet the 50% threshold at the next quarterly measurement date, this would result in a failure of the asset diversification test at such measurement date.

If we fail the asset diversification test at June 30, 2009, or any future quarterly measurement date, as a result of making a new investment, we will have thirty days to cure our failure of the 50% threshold to avoid a loss of our RIC status. Potential cures include raising additional equity or debt capital, or changing the composition of our assets, which could include full or partial divestitures of investments, such that we would once again exceed the 50% threshold. We are currently seeking to obtain a short-term credit facility under which we would be able to borrow funds at each quarter end that would allow us to satisfy the asset diversification test for the foreseeable future, thereby allowing us to make additional investments prior to June 30, 2009 or thereafter and be in compliance with this test. There can be no assurance, however, that we will be able to enter into such a credit facility on reasonable terms, if at all, or that any other cures will be available to us such that our investment activity could resume.

*Failure to Qualify as a RIC.* If we are unable to qualify for treatment as a RIC, we will be subject to tax on all of our taxable income at regular corporate rates. We would not be able to deduct distributions to stockholders, nor would we be required to make such distributions. Distributions would be taxable to our stockholders as dividend income to the extent of our current and accumulated earnings and profits. Subject to certain limitations under the Code, corporate distributees would be eligible for the dividends received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder's tax basis, and then as a gain realized from the sale or exchange of property. If we fail to meet the RIC requirements for more than two consecutive years and then seek to requalify as a RIC, we would be required to recognize a gain to the extent of any unrealized appreciation on our assets unless we make a special election to pay corporate-level tax on any such unrealized appreciation recognized during the succeeding 10-year

Table of Contents

period. Absent such special election, any gain we recognized would be deemed distributed to our stockholders as a taxable distribution.

*Qualification as a RIC.* If we qualify as a RIC and distribute to stockholders each year in a timely manner at least 90% of our investment company taxable income, we will not be subject to federal income tax on the portion of our taxable income and gains we distribute to stockholders. We would, however, be subject to a 4% nondeductible federal excise tax if we do not distribute, actually or on a deemed basis, 98% of our income, including both ordinary income and capital gains.

The excise tax would apply only to the amount by which 98% of our income exceeds the amount of income we distribute, actually or on a deemed basis, to stockholders. We will be subject to regular corporate income tax, currently at rates up to 35%, on any undistributed income, including both ordinary income and capital gains. We intend to retain some or all of our capital gains, but to designate the retained amount as a deemed distribution. In that case, among other consequences, we will pay tax on the retained amount, each stockholder will be required to include its share of the deemed distribution in income as if it had been actually distributed to the stockholder and the stockholder will be entitled to claim a credit or refund equal to its allocable share of the tax we pay on the retained capital gain. The amount of the deemed distribution net of such tax will be added to the stockholder's cost basis for its common stock. Since we expect to pay tax on any retained capital gains at our regular corporate capital gain tax rate, and since that rate is in excess of the maximum rate currently payable by individuals on long-term capital gains, the amount of tax that individual stockholders will be treated as having paid will exceed the tax they owe on the capital gain dividend and such excess may be claimed as a credit or refund against the stockholder's other tax obligations. A stockholder that is not subject to U.S. federal income tax or tax on long-term capital gains would be required to file a U.S. federal income tax return on the appropriate form in order to claim a refund for the taxes we paid. In order to utilize the deemed distribution approach, we must provide written notice to the stockholders prior to the expiration of 60 days after the close of the relevant tax year. We will also be subject to alternative minimum tax, but any tax preference items would be apportioned between us and our stockholders in the same proportion that distributions, other than capital gain dividends, paid to each stockholder bear to our taxable income determined without regard to the dividends paid deduction.

If we acquire debt obligations that were originally issued at a discount, which would generally include loans we make that are accompanied by warrants, that bear interest at rates that are not either fixed rates or certain qualified variable rates or that are not unconditionally payable at least annually over the life of the obligation, we will be required to include in taxable income each year a portion of the original issue discount (OID) that accrues over the life of the obligation. Such OID will be included in our investment company taxable income even though we receive no cash corresponding to such discount amount. As a result, we may be required to make additional distributions corresponding to such OID amounts in order to satisfy the annual distribution requirement and to continue to qualify as a RIC or to avoid the 4% excise tax. In this event, we may be required to sell temporary investments or other assets to meet the RIC distribution requirements. Through March 31, 2009, we incurred no OID income.

***Taxation of Our U.S. Stockholders***

*Distributions.* For any period during which we qualify for treatment as a RIC for federal income tax purposes, distributions to our stockholders attributable to our investment company taxable income generally will be taxable as ordinary income to stockholders to the extent of our current or accumulated earnings and profits. Any distributions in excess of our earnings and profits will first be treated as a return of capital to the extent of the stockholder's adjusted basis in his or her shares of common stock and thereafter as gain from the sale of shares of our common stock. Distributions of our long-term capital gains, designated by us as such, will be taxable to stockholders as long-term capital gains regardless of the stockholder's holding period for its common stock and whether the distributions are paid in cash or invested in additional common stock. Corporate stockholders are generally eligible for the 70% dividends received deduction with respect to ordinary income, but not with respect to capital gain dividends to the extent such amount designated by us does not exceed the dividends received by us from domestic corporations. Any dividend declared by us in October, November or December of any calendar year, payable to stockholders of record on a specified date in such a month and actually paid during January of the following year, will be treated as if it were paid by us and received by the stockholders on

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

December 31 of the previous year. In addition, we may elect to relate a dividend back to the prior taxable year if we (1) declare such dividend prior to the due date for filing our return for that taxable year, (2) make the election in that return, and (3) distribute the amount in the 12-month period following the close of the taxable year but not later than the first regular dividend payment following the declaration. Any such election will not alter the general rule that a stockholder will be treated as receiving a dividend in the taxable year in which the dividend is made, subject to the October, November, December rule described above.

In general, the tax rates applicable to our dividends other than dividends designated as capital gain dividends will be the standard ordinary income tax rates, and not the lower federal income tax rate applicable to qualified dividend income. If we distribute dividends that are attributable to actual dividend income received by us that is eligible to be, and is, designated by

Table of Contents

us as qualified dividend income, such dividends would be eligible for such lower federal income tax rate. For this purpose, qualified dividend income means dividends received by us from United States corporations and qualifying foreign corporations, provided that both we and the stockholder recipient of our dividends satisfy certain holding period and other requirements in respect of our shares (in the case of our stockholder) and the stock of such corporations (in our case). However, we do not anticipate receiving or distributing a significant amount of qualified dividend income.

If a stockholder participates in our dividend reinvestment plan, any dividends reinvested under the plan will be taxable to the stockholder to the same extent, and with the same character, as if the stockholder had received the dividend in cash. The stockholder will have an adjusted basis in the additional common shares purchased through the plan equal to the amount of the reinvested dividend. The additional shares will have a new holding period commencing on the day following the day on which the shares are credited to the stockholder's account.

*Sale of our Shares.* A U.S. stockholder generally will recognize taxable gain or loss if the U.S. stockholder sells or otherwise disposes of his, her or its shares of our common stock. Any gain arising from such sale or disposition generally will be treated as long-term capital gain or loss if the U.S. stockholder has held his, her or its shares for more than one year. Otherwise, it will be classified as short-term capital gain or loss. However, any capital loss arising from the sale or disposition of shares of our common stock held for six months or less will be treated as long-term capital loss to the extent of the amount of capital gain dividends received, or undistributed capital gain deemed received, with respect to such shares. For taxable years beginning before January 1, 2011, individual U.S. stockholders are subject to a maximum federal income tax rate of 15% on their net capital gain (*i.e.*, the excess of realized net long-term capital gain over realized net short-term capital loss for a taxable year) including any long-term capital gain derived from an investment in our shares. Such rate is lower than the maximum rate on ordinary income currently payable by individuals. Corporate U.S. stockholders currently are subject to federal income tax on net capital gain at the same rates applied to their ordinary income (currently up to a maximum of 35%). Capital losses are subject to limitations on use for both corporate and non-corporate stockholders.

*Backup Withholding.* We may be required to withhold federal income tax, or backup withholding, currently at a rate of 28%, from all taxable dividends to any non-corporate U.S. stockholder (1) who fails to furnish us with a correct taxpayer identification number or a certificate that such stockholder is exempt from backup withholding, or (2) with respect to whom the Internal Revenue Service ( IRS ) notifies us that such stockholder has failed to properly report certain interest and dividend income to the IRS and to respond to notices to that effect. An individual's taxpayer identification number is generally his or her social security number. Any amount withheld under backup withholding is allowed as a credit against the U.S. stockholder's federal income tax liability, provided that proper information is provided to the IRS.

**Regulation as a Business Development Company**

We are a closed-end, non-diversified management investment company that has elected to be regulated as a business development company under Section 54 of the 1940 Act. As such, we are subject to regulation under the 1940 Act. The 1940 Act contains prohibitions and restrictions relating to transactions between business development companies and their affiliates, principal underwriters and affiliates of those affiliates or underwriters and requires that a majority of the directors be persons other than interested persons, as defined in the 1940 Act. In addition, the 1940 Act provides that we may not change the nature of our business so as to cease to be, or to withdraw our election as, a business development company unless approved by a majority of our outstanding voting securities, as defined in the 1940 Act.

We intend to conduct our business so as to retain our status as a business development company. A business development company may use capital provided by public stockholders and from other sources to invest in long-term private investments in businesses. A business development company provides stockholders the ability to retain the liquidity of a publicly traded stock while sharing in the possible benefits, if any, of



investing in primarily privately owned companies. In general, a business development company must have been organized and have its principal place of business in the United States and must be operated for the purpose of making certain types of investments in qualifying assets listed in Sections 55(a)(1)-(3) of the 1940 Act.

*Qualifying Assets*

Under the 1940 Act, a business development company may not acquire any asset other than assets of the type listed in Section 55(a) of the 1940 Act, which are referred to as qualifying assets, unless, at the time the acquisition is made, qualifying assets represent at least 70% of the company's total assets. The types of qualifying assets in which we may invest under the 1940 Act include, but are not limited to, the following:

Table of Contents

(1) Securities purchased in transactions not involving any public offering from the issuer of such securities, which issuer is an eligible portfolio company. An eligible portfolio company is generally defined in the 1940 Act as any issuer which:

(a) is organized under the laws of, and has its principal place of business in, any state or states in the United States;

(b) is not an investment company (other than a small business investment company wholly owned by the business development company) or otherwise excluded from the definition of investment company; and

(c) satisfies one of the following:

(i) it does not have any class of securities with respect to which a broker or dealer may extend margin credit;

(ii) it is controlled by the business development company and the business development company in fact exercises a controlling influence and, as a result of such control, has an affiliate of who is a director of the portfolio company;

(iii) it has total assets of not more than \$4 million and capital and surplus of not less than \$2 million; or

(iv) it does not have any class of securities listed on a national securities exchange.

(2) Securities received in exchange for or distributed on or with respect to securities described in (1) above, or pursuant to the exercise of options, warrants or rights relating to such securities.

(3) Cash, cash items, government securities or high quality debt securities maturing in one year or less from the time of investment.

***Asset Coverage***

We are permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our common stock if our asset coverage, as defined in the 1940 Act, is at least 200% immediately after each such issuance. In addition, while senior securities are

outstanding, we must make provisions to prohibit any distribution to our stockholders or the repurchase of such securities or shares unless we meet the applicable asset coverage ratios at the time of the distribution or repurchase. We may also borrow amounts up to 5% of the value of our total assets for temporary purposes. The 1940 Act requires, among other things, that (1) immediately after issuance and before any dividend or distribution is made with respect to our common stock or before any purchase of common stock is made, the preferred stock, together with all other senior securities, must not exceed an amount equal to 50% of our total assets after deducting the amount of such dividend, distribution or purchase price, as the case may be, and (2) the holders of shares of preferred stock, if any are issued, must be entitled as a class to elect two directors at all times and to elect a majority of the directors if dividends on the preferred stock are in arrears by two years or more.

*Significant Managerial Assistance*

A business development company generally must make available significant managerial assistance to issuers of certain of its portfolio securities that the business development company counts as a qualifying asset for the 70% test described above. Making available significant managerial assistance means, among other things, any arrangement whereby the business development company, through its directors, officers or employees, offers to provide, and, if accepted, does so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company. Significant managerial assistance also includes the exercise of a controlling influence over the management and policies of the portfolio company. However, with respect to certain, but not all such securities, where the business development company purchases such securities in conjunction with one or more other persons acting together, one of the other persons in the group may make available such managerial assistance, or the business development company may exercise such control jointly.

Table of Contents

***Investment Policies***

We seek to achieve a high level of current income and capital gains through investments in debt securities and preferred and common stock that we acquired in connection with buyout and other recapitalizations. The following investment policies, along with these investment objectives, may not be changed without the approval of our Board of Directors:

- We will at all times conduct our business so as to retain our status as a business development company. In order to retain that status, we may not acquire any assets (other than non-investment assets necessary and appropriate to our operations as a business development company) if, after giving effect to such acquisition, the value of our qualifying assets is less than 70% of the value of our total assets. We anticipate that the securities we seek to acquire, as well as temporary investments, will generally be qualifying assets.
- We will at all times endeavor to conduct our business so as to retain our status as a regulated investment company under the 1940 Act. In order to do so, we must meet income source, asset diversification and annual distribution requirements. We may issue senior securities, such as debt or preferred stock, to the extent permitted by the 1940 Act for the purpose of making investments, to fund share repurchases, or for temporary emergency or other purposes.

With the exception of our policy to conduct our business as a business development company, these policies are not fundamental and may be changed without stockholder approval.

***Code of Ethics***

We and our Adviser and Administrator have each adopted a code of ethics and business conduct applicable to our officers, directors and all employees of our Adviser that comply with the guidelines set forth in Item 406 of Regulation S-K of the Securities Act. As required by the 1940 Act, this code establishes procedures for personal investments, restricts certain transactions by our personnel and requires the reporting of certain transactions and holdings by our personnel. A copy of this code is available for review, free of charge, at our website at [www.gladstoneinvestment.com](http://www.gladstoneinvestment.com). We intend to provide disclosure of any amendments to or waivers of the provisions of this code by posting information regarding any such amendment or waiver to our website within four days of its effectiveness.

***Compliance Policies and Procedures***

We and our Adviser and Administrator have adopted and implemented written policies and procedures reasonably designed to prevent violation of the federal securities laws, and our Board of Directors is required to review these compliance policies and procedures annually to assess their adequacy and the effectiveness of their implementation. We have designated a chief compliance officer, Jack Dellafiora, who also serves as chief compliance officer for our Adviser.

**Staffing**

We do not currently have any employees and do not expect to have any employees in the foreseeable future. Currently, services necessary for our business are provided by individuals who are employees of our Adviser and our Administrator pursuant to the terms of the Advisory Agreement and Administration Agreement, respectively. Each of our executive officers is an employee and executive officer of our Adviser or our Administrator. No employee of our Adviser or our Administrator will dedicate all of his or her time to us. However, we expect that 35-40 full time employees of our Adviser and Administrator will spend substantial time on our matters during the remainder of calendar year 2009 and all of calendar year 2010. To the extent that we acquire more investments, we anticipate that the number of employees of our Adviser and our Administrator who devote time to our matters will increase.

As of April 30, 2009, our Adviser and Administrator collectively had 63 full-time employees. A breakdown of these employees is summarized by functional area in the table below:

| <b>Number of Individuals</b> | <b>Functional Area</b>  |
|------------------------------|---|
| 11                           | Executive Management  |
| 42                           | Investment Management, Portfolio Management and Due Diligence               |
| 10                           | Administration, Accounting, Compliance, Human Resources, Legal and Treasury |

Table of Contents

**Available Information:**

Copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments, if any, to those reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge through our website at [www.gladstoneinvestment.com](http://www.gladstoneinvestment.com). A request for any of these reports may also be submitted to us by sending a written request addressed to Investor Relations Manager, Gladstone Investment Corporation, 1521 Westbranch Drive, Suite 200, McLean, VA 22102, or by calling our toll-free investor relations line at 1-866-366-5745. The public may read and copy materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>.

**Item 1A. Risk Factors**

*Risks Related to the Economy*

*The current state of the economy and the capital markets increases the possibility of adverse effects on our financial position and results of operations. Continued economic adversity could impair our portfolio companies' financial positions and operating results and affect the industries in which we invest, which could, in turn, harm our operating results. Continued adversity in the capital markets could impact our ability to raise capital and reduce our volume of new investments.*

The United States is in a recession. The recession generally and the disruptions in the capital markets in particular have decreased liquidity and increased our cost of debt and equity capital, where available. The longer these conditions persist, the greater the probability that these factors could continue to increase our costs of, and significantly limit our access to, debt and equity capital and, thus, have an adverse effect on our operations and financial results. Many of the companies in which we have made or will make investments are also susceptible to the recession, which may affect the ability of one or more of our portfolio companies to repay our loans or engage in a liquidity event, such as a sale, recapitalization or initial public offering. The recession could also disproportionately impact some of the industries in which we invest, causing us to be more vulnerable to losses in our portfolio, which could cause the number of our non-performing assets to increase and the fair market value of our portfolio to decrease. The recession may also decrease the value of collateral securing some of our loans as well as the value of our equity investments which would decrease our ability to borrow under our credit facility or raise equity capital, thereby further reducing our ability to make new investments.

The recession has affected the availability of credit generally and we have seen a reduction in committed funding under our credit facility from \$125.0 million to \$50.0 million and the withdrawal of Deutsche Bank, A.G. as a committed lender. Moreover, subsequent to our fiscal year end, we were forced to sell 29 of the 32 senior syndicated loans that were held in our portfolio of investments at March 31, 2009 in order to repay amounts outstanding under our prior credit facility. The loans, in aggregate, had a cost value of approximately \$104.2 million, or 29.9% of the cost value of our total investments, and an aggregate fair market value of approximately \$69.8 million, or 22.2% of the fair market value of our total investments, at March 31, 2009. As a result of these sales, we received approximately \$69.2 million in net cash proceeds and recorded a realized loss of approximately \$34.6 million. Our current credit facility limits our distributions to stockholders and as a result we recently decreased our monthly cash distribution rate by 50% as compared to the prior three month period in an effort to more closely align our distributions to our net investment income. We do not know when market conditions will stabilize, if adverse conditions will intensify or the full extent to which the disruptions will continue to affect us. Also, it is possible that persistent instability of the financial markets could have

other unforeseen material effects on our business.

*We may experience fluctuations in our quarterly and annual results based on the impact of inflation in the United States.*

The majority of our portfolio companies are in industries that are directly impacted by inflation, such as manufacturing and consumer goods and services. Our portfolio companies may not be able to pass on to customers increases in their costs of production which could greatly affect their operating results, impacting their ability to repay our loans. In addition, any projected future decreases in our portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our investments could result in future unrealized losses and therefore reduce our net assets resulting from operations.

Table of Contents

***Risks Related to Our External Management***

*We are dependent upon our key management personnel and the key management personnel of our Adviser, particularly David Gladstone, George Stelljes III, Terry Lee Brubaker and David Dullum, and on the continued operations of our Adviser, for our future success.*

We have no employees. Our chief executive officer, president and chief investment officer, chief operating officer and chief financial officer, and the employees of our Adviser, do not spend all of their time managing our activities and our investment portfolio. We are particularly dependent upon David Gladstone, George Stelljes III, Terry Lee Brubaker and David Dullum in this regard. Our executive officers and the employees of our Adviser allocate some, and in some cases a material portion, of their time to businesses and activities that are not related to our business. We have no separate facilities and are completely reliant on our Adviser, which has significant discretion as to the implementation and execution of our business strategies and risk management practices. We are subject to the risk of discontinuation of our Adviser's operations or termination of the Advisory Agreement and the risk that, upon such event, no suitable replacement will be found. We believe that our success depends to a significant extent upon our Adviser and that discontinuation of its operations could have a material adverse effect on our ability to achieve our investment objectives.

*Our incentive fee may induce our Adviser to make certain investments, including speculative investments.*

The management compensation structure that has been implemented under the Advisory Agreement may cause our Adviser to invest in high risk investments or take other risks. In addition to its management fee, our Adviser is entitled under the Advisory Agreement to receive incentive compensation based in part upon our achievement of specified levels of income. In evaluating investments and other management strategies, the opportunity to earn incentive compensation based on net income may lead our Adviser to place undue emphasis on the maximization of net income at the expense of other criteria, such as preservation of capital, maintaining sufficient liquidity, or management of credit risk or market risk, in order to achieve higher incentive compensation. Investments with higher yield potential are generally riskier or more speculative. This could result in increased risk to the value of our investment portfolio.

*We may be obligated to pay our Adviser incentive compensation even if we incur a loss.*

The Advisory Agreement entitles our Adviser to incentive compensation for each fiscal quarter in an amount equal to a percentage of the excess of our investment income for that quarter (before deducting incentive compensation, net operating losses and certain other items) above a threshold return for that quarter. When calculating our incentive compensation, our pre-incentive fee net investment income excludes realized and unrealized capital losses that we may incur in the fiscal quarter, even if such capital losses result in a net loss on our statement of operations for that quarter. Thus, we may be required to pay our Adviser incentive compensation for a fiscal quarter even if there is a decline in the value of our portfolio or we incur a net loss for that quarter. For additional information on incentive compensation under the Advisory Agreement with our Adviser, see Business Investment Advisory and Management Agreement.

*Our Adviser's failure to identify and invest in securities that meet our investment criteria or perform its responsibilities under the Advisory Agreement may adversely affect our ability for future growth.*



## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

Our ability to achieve our investment objectives will depend on our ability to grow, which in turn will depend on our Adviser's ability to identify and invest in securities that meet our investment criteria. Accomplishing this result on a cost-effective basis will be largely a function of our Adviser's structuring of the investment process, its ability to provide competent and efficient services to us, and our access to financing on acceptable terms. The senior management team of our Adviser has substantial responsibilities under the Advisory Agreement. In order to grow, our Adviser will need to hire, train supervise and manage new employees successfully. Any failure to manage our future growth effectively could have a material adverse effect on our business, financial condition and results of operations.

*There are significant potential conflicts of interest which could impact our investment returns.*

Our executive officers and directors, other than our chief financial officer, and the officers and directors of our Adviser, serve or may serve as officers, directors or principals of entities that operate in the same or a related line of business as we do or of investment funds managed by our affiliates. Accordingly, they may have obligations to investors in those entities, the fulfillment of which might not be in the best interests of us or our stockholders. For example, Mr. Gladstone, our chairman and chief executive officer, is the chairman of the board and chief executive officer of our Adviser, Gladstone Capital and Gladstone Commercial. In addition, Mr. Brubaker, our co-vice chairman, chief operating officer and secretary is the vice chairman, chief operating officer and secretary of our Adviser, Gladstone Capital and Gladstone Commercial. Mr. Stelljes,

Table of Contents

our co-vice chairman and chief investment officer, is also the president and chief investment officer of our Adviser, Gladstone Capital and Gladstone Commercial. Mr. Dullum, our president and a director, is a senior managing director of our Adviser and a director of Gladstone Capital and Gladstone Commercial. Moreover, our Adviser may establish or sponsor other investment vehicles which from time to time may have potentially overlapping investment objectives with those of ours and accordingly may invest in, whether principally or secondarily, asset classes similar to those we targeted. While our Adviser generally has broad authority to make investments on behalf of the investment vehicles that it advises, our Adviser has adopted investment allocation procedures to address these potential conflicts and intends to direct investment opportunities to the Gladstone affiliate with the investment strategy that most closely fits the investment opportunity. Nevertheless, the management of our Adviser may face conflicts in the allocation of investment opportunities to other entities managed by our Adviser. As a result, it is possible that we may not be given the opportunity to participate in certain investments made by other members of the Gladstone Companies or investment funds managed by investment managers affiliated with our Adviser.

In certain circumstances, we may make investments in a portfolio company in which one of our affiliates has or will have an investment, subject to satisfaction of any regulatory restrictions and, where required, to the prior approval of our Board of Directors. Our Board of Directors has approved the following types of co-investment transactions:

- Our affiliate, Gladstone Commercial, may lease property to portfolio companies that we do not control under certain circumstances. We may pursue such transactions only if (i) the portfolio company is not controlled by us or any of our affiliates, (ii) the portfolio company satisfies the tenant underwriting criteria of Gladstone Commercial, and (iii) the transaction is approved by a majority of our independent directors and a majority of the independent directors of Gladstone Commercial. We expect that any such negotiations between Gladstone Commercial and our portfolio companies would result in lease terms consistent with the terms that the portfolio companies would be likely to receive were they not portfolio companies of ours.
- We may invest simultaneously with our affiliate Gladstone Capital in senior syndicated loans whereby neither we nor any affiliate has the ability to dictate the terms of the loans.

Certain of our officers, who are also officers of our Adviser, may from time to time serve as directors of certain of our portfolio companies. If an officer serves in such capacity with one of our portfolio companies, such officer will owe fiduciary duties to all stockholders of the portfolio company, which duties may from time to time conflict with the interests of our stockholders.

In the course of our investing activities, we will pay management and incentive fees to the Adviser and will reimburse the Administrator for certain expenses it incurs. As a result, investors in our common stock will invest on a gross basis and receive distributions on a net basis after expenses, resulting in, among other things, a lower rate of return than one might achieve through our investors themselves making direct investments. As a result of this arrangement, there may be times when the management team of our Adviser has interests that differ from those of our stockholders, giving rise to a conflict.

*Our Adviser is not obligated to provide a waiver of the base management fee, which could negatively impact our earnings and our ability to maintain our current level of distributions to our stockholders.*

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

The Advisory Agreement provides for a base management fee based on our gross assets. Since our 2008 fiscal year, our Board of Directors has accepted a voluntary waiver to reduce the annual 2.0% base management fee on senior syndicated loan participations to 0.5% to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations. However, our Adviser is not required to issue this or other waivers of fees under the Advisory Agreement, and to the extent our investment portfolio grows in the future, we expect these fees will increase. If our Adviser does not issue this waiver in future quarters, it could negatively impact our earnings and may compromise our ability to maintain our current level of distributions to our stockholders, which could have a material adverse impact on our stock price.

*Our business model is dependent upon developing and sustaining strong referral relationships with investment bankers, business brokers and other intermediaries.*

We are dependent upon informal relationships with investment bankers, business brokers and traditional lending institutions to provide us with deal flow. If we fail to maintain our relationship with such funds or institutions, or if we fail to establish strong referral relationships with other funds, we will not be able to grow our portfolio of loans and fully execute our business plan.

Table of Contents

***Risks Related to Our External Financing***

*Committed funding under our credit facility has been reduced from \$125 million to \$50 million. Any inability to expand the credit facility could adversely impact our liquidity and ability to find new investments or maintain distributions to our stockholders.*

On April 14, 2009 we, through our wholly-owned subsidiary Gladstone Business Investment, LLC, entered into a second amended and restated credit agreement providing for a \$50.0 million revolving line of credit (the Credit Facility ) arranged by Branch Banking and Trust Company ( BB&T ) as administrative agent. Key Equipment Finance Company Inc. also joined the Credit Facility as a committed lender. In connection with our entry into the Credit Facility, we borrowed \$43.8 million under the Credit Facility to repay in full all principal and interest owing under our prior credit agreement. Committed funding under the Credit Facility was reduced from the \$125.0 million under our prior credit facility and Deutsche Bank A.G., who was a committed lender under the prior facility elected not to participate in the new facility and withdrew its commitment. As of May 29, 2009 we had only \$17.5 million of availability to draw down borrowings under the Credit Facility. The Credit Facility may be expanded up to \$125.0 million through the addition of other committed lenders to the facility. However, if additional lenders are unwilling to join the facility on its terms, we will be unable to expand the facility and thus will continue to have limited availability to finance new investments under our line of credit. The Credit Facility matures on April 14, 2010, and if the facility is not renewed or extended by this date, all principal and interest will be due and payable within one year of maturity. Between the maturity date and April 14, 2011, our lenders have the right to apply all interest income to amounts outstanding under the Credit Facility. There can be no guarantee that we will be able to renew, extend or replace the Credit Facility upon its maturity on terms that are favorable to us, if at all. Our ability to expand the Credit Facility, and to obtain replacement financing at the time of maturity, will be constrained by current economic conditions affecting the credit markets. In the event that we are not able to expand the Credit Facility, or to renew, extend or refinance the Credit Facility at the time of its maturity, this could have a material adverse effect on our liquidity and ability to fund new investments.

*Our business plan is dependent upon external financing, which is constrained by the limitations of the 1940 Act.*

Our business requires a substantial amount of cash to operate and grow. We may acquire such additional capital from the following sources:

- Senior Securities. We intend to issue debt securities, other evidences of indebtedness (including borrowings under our line of credit) and possibly preferred stock, up to the maximum amount permitted by the 1940 Act. The 1940 Act currently permits us, as a business development company, to issue debt securities and preferred stock (collectively, senior securities ), in amounts such that our asset coverage, as defined in the 1940 Act, is at least 200% after each issuance of senior securities. As a result of issuing senior securities, we will be exposed to the risks associated with leverage. Although borrowing money for investments increases the potential for gain, it also increases the risk of a loss. A decrease in the value of our investments will have a greater impact on the value of our common stock to the extent that we have borrowed money to make investments. There is a possibility that the costs of borrowing could exceed the income we receive on the investments we make with

Table of Contents

such borrowed funds. In addition, our ability to pay distributions or incur additional indebtedness would be restricted if asset coverage is not at least twice our indebtedness. If the value of our assets declines, we might be unable to satisfy that test. If this happens, we may be required to liquidate a portion of our loan portfolio and repay a portion of our indebtedness at a time when a sale, to the extent possible given the limited market for many of our investments, may be disadvantageous. Furthermore, any amounts that we use to service our indebtedness will not be available for distributions to our stockholders.

- Common Stock. Because we are constrained in our ability to issue debt for the reasons given above, we are dependent on the issuance of equity as a financing source. If we raise additional funds by issuing more common stock or debt securities convertible into or exchangeable for our common stock, the percentage ownership of our stockholders at the time of the issuance would decrease and our common stock may experience dilution. In addition, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock. In addition, under the 1940 Act, we will generally not be able to issue additional shares of our common stock at a price below net asset value per share to purchasers other than our existing stockholders through a rights offering without first obtaining the approval of our stockholders and our independent directors. If we were to sell shares of our common stock below our then current net asset value per share, such sales would result in an immediate dilution to the net asset value per share. This dilution would occur as a result of the sale of shares at a price below the then current net asset value per share of our common stock and a proportionately greater decrease in a stockholder's interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance. This imposes constraints on our ability to raise capital when our common stock is trading at below net asset value, as it has for the last year.

*A change in interest rates may adversely affect our profitability and our hedging strategy may expose us to additional risks.*

We anticipate using a combination of equity and long-term and short-term borrowings to finance our investment activities. As a result, a portion of our income will depend upon the difference between the rate at which we borrow funds and the rate at which we loan these funds. Higher interest rates on our borrowings will decrease the overall return on our portfolio.

Ultimately, we expect approximately 80% of the loans in our portfolio to be at variable rates determined on the basis of a LIBOR rate and approximately 20% to be at fixed rates. As of May 29, 2009, our portfolio had approximately 23% of the total of the loan cost value at variable rates, approximately 46% of the total loan cost value at variable rates with floors and approximately 31% of the total loan portfolio cost basis at fixed rates.

To date, we hold only one interest rate cap agreement. While hedging activities may insulate us against adverse fluctuations in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to the hedged portfolio. Adverse developments resulting from changes in interest rates or any future hedging transactions could have a material adverse effect on our business, financial condition and results of operations. Our ability to receive payments pursuant to our interest rate cap agreement is linked to the ability of the counter-party to that agreement to make the required payments. To the extent that the counter-party to the agreement is unable to pay pursuant to the terms of the agreement, we may lose the hedging protection of the interest rate cap agreement.

*Our credit facility imposes certain restrictions on us which, if not complied with, could accelerate our repayment obligations under the facility, thereby materially and adversely affecting our liquidity, financial condition, results of operations and ability to pay distributions.*

We will have a continuing need for capital to finance our loans. In order to maintain RIC status, we will be required to distribute to our stockholders at least 90% of our ordinary income and short-term capital gains on an annual basis. Accordingly, such earnings will not be available to fund additional loans. Therefore, we are party to the Credit Facility, which provides us with a revolving credit line facility of \$50.0 million, of which only \$17.5 million was available for borrowings as of May 29, 2009. The Credit Facility permits us to fund additional loans and investments as long as we are within the conditions set out in the credit agreement. Current market conditions have forced us to write down the value of a portion of our assets as required by fair value accounting rules. These are not realized losses, but constitute adjustment in asset values for purposes of financial reporting and for collateral value for the Credit Facility. As assets are marked down in value, the amount we can borrow on the Credit Facility decreases.

As a result of the Credit Facility, we are subject to certain limitations on the type of loan investments we make, including restrictions on geographic concentrations, sector concentrations, loan size, dividend payout, payment frequency and status, and average life. The credit agreement also requires us to comply with other financial and operational covenants, which require us to, among other things, maintain certain financial ratios, including asset and interest coverage and a minimum net worth. As of March 31, 2009, we were in compliance with these covenants, however, our continued compliance with these covenants depends on many factors, some of which are beyond our control. In particular, depreciation in the valuation of our assets, which valuation is subject to changing market conditions which remain very volatile, affects our ability to comply with these covenants. During the year ended March 31, 2009, net unrealized depreciation on our investments was approximately \$19.8 million, compared to \$11.5 million in the year ended March 31, 2008. Given the continued deterioration in the capital markets, net unrealized depreciation in our portfolio may continue to increase in future periods and threaten our ability to comply with the covenants under the Credit Facility. Accordingly, there are no assurances that we will continue to comply with these covenants. Under the Credit Facility, we are also required to maintain our status as a BDC under the 1940 Act and as a RIC under the Code. Because of recent changes in our asset portfolio, due to significant sales of Non-Control/Non-Affiliate investments, there is a significant possibility that we may not meet the asset diversification threshold under the Code's rules applicable to a regulated investment company, or RIC, as of our next quarterly testing date, June 30, 2009. Although this failure alone, in our current situation, will not cause us to lose our RIC status will be jeopardized, if we make any new investments, including additional investments in our portfolio companies (such as advances under our outstanding lines of credit) our RIC status. For more information on our current RIC status, see Material U.S. Federal Income Tax Considerations Regulated Investment Company Status. Our failure to satisfy these covenants could result in foreclosure by our lenders, which would accelerate our repayment obligations under the facility and thereby have a material adverse effect on our business, liquidity, financial condition, results of operations and ability to pay distributions to our stockholders.

Table of Contents

***Risks Related to Our Investments***

*We operate in a highly competitive market for investment opportunities.*

A large number of entities compete with and make the types of investments that we seek to make in small and mid-sized companies. We compete with public and private buyout funds, commercial and investment banks, commercial financing companies, and, to the extent they provide an alternative form of financing, hedge funds. Many of our competitors are substantially larger and have considerably greater financial, technical, and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which would allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a business development company. The competitive pressures we face could have a material adverse effect on our business, financial condition, and results of operations. Also, as a result of this competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective. We do not seek to compete primarily based on the interest rates we offer, and we believe that some of our competitors may make loans with interest rates that will be comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms, and structure. However, if we match our competitors' pricing, terms, and structure, we may experience decreased net interest income and increased risk of credit loss.

*Our investments in small and medium-sized portfolio companies are extremely risky and you could lose all or a part of your investment.*

Investments in small and medium-sized portfolio companies are subject to a number of significant risks including the following:

- *Small and medium-sized businesses are likely to have greater exposure to economic downturns than larger businesses.* Our portfolio companies may have fewer resources than larger businesses, and thus the current recession, and any further economic downturns or recessions are more likely to have a material adverse effect on them. If one of our portfolio companies is adversely impacted by a recession, its ability to repay our loan or engage in a liquidity event, such as a sale, recapitalization or initial public offering would be diminished. Moreover, in light of our current near-term strategy of preserving capital, our inability to make additional investments in our portfolio companies at a time when they need capital may increase their exposure to the risks of the current recession and future economic downturns.
- *Small and medium-sized businesses may have limited financial resources and may not be able to repay the loans we make to them.* Our strategy includes providing financing to portfolio companies that typically is not readily available to them. While we believe that this provides an attractive opportunity for us to generate profits, this may make it difficult for the portfolio companies to repay their loans to us upon maturity. A borrower's ability to repay its loan may be adversely affected by numerous factors, including the failure to meet its business plan, a downturn in its industry or negative economic conditions. A deterioration in a borrower's financial condition and prospects usually will be accompanied by deterioration in the value of any collateral and a reduction in the likelihood of us realizing on any guarantees we may have obtained from the borrower's management. Although we will sometimes seek to be the senior, secured lender to a borrower, in most of our loans we expect to be subordinated to a senior lender, and our interest in any collateral would, accordingly, likely be subordinate to another lender's security interest.

- *Small and medium-sized businesses typically have narrower product lines and smaller market shares than large businesses.* Because our target portfolio companies are smaller businesses, they will tend to be more vulnerable to competitors' actions and market conditions, as well as general economic downturns. In addition, our portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities and a larger number of qualified managerial and technical personnel.
- *There is generally little or no publicly available information about these businesses.* Because we seek to invest in privately owned businesses, there is generally little or no publicly available operating and financial information about our potential portfolio companies. As a result, we rely on our officers, our Adviser and its employees and consultants to perform due diligence investigations of these portfolio companies, their operations and their prospects. We may not learn all of the material information we need to know regarding these businesses through our investigations.
- *Small and medium-sized businesses generally have less predictable operating results.* We expect that our portfolio



Table of Contents

companies may have significant variations in their operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, may otherwise have a weak financial position or may be adversely affected by changes in the business cycle. Our portfolio companies may not meet net income, cash flow and other coverage tests typically imposed by their senior lenders. A borrower's failure to satisfy financial or operating covenants imposed by senior lenders could lead to defaults and, potentially, foreclosure on its senior credit facility, which could additionally trigger cross-defaults in other agreements. If this were to occur, it is possible that the borrower's ability to repay our loan would be jeopardized.

- *Small and medium-sized businesses are more likely to be dependent on one or two persons.* Typically, the success of a small or medium-sized business also depends on the management talents and efforts of one or two persons or a small group of persons. The death, disability or resignation of one or more of these persons could have a material adverse impact on our borrower and, in turn, on us.

- *Small and medium-sized businesses may have limited operating histories.* While we intend to target stable companies with proven track records, we may make loans to new companies that meet our other investment criteria. Portfolio companies with limited operating histories will be exposed to all of the operating risks that new businesses face and may be particularly susceptible to, among other risks, market downturns, competitive pressures and the departure of key executive officers.

*Because the loans we make and equity securities we receive when we make loans are not publicly traded, there will be uncertainty regarding the value of our privately held securities that could adversely affect our determination of our net asset value.*

Our portfolio investments are, and we expect will continue to be, in the form of securities that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. Our Board of Directors has established an investment valuation policy and consistently applied valuation procedures used to determine the fair value of these securities quarterly. These procedures for the determination of value of many of our debt securities rely on the opinions of value submitted to us by Standard and Poor's Securities Evaluations, Inc ( SPSE ) or the use of internally developed discounted cash flow ( DCF ) methodologies, specifically for our syndicated loans, or internal methodologies based on the total enterprise value ( TEV ) of the issuer used for certain of our equity investments. SPSE will only evaluate the debt portion of our investments for which we specifically request evaluation, and SPSE may decline to make requested evaluations for any reason in its sole discretion. However, to date, SPSE has accepted each of our requests for evaluation.

Our use of these fair value methods is inherently subjective and is based on estimates and assumptions of each security. In the event that we sell a security, the sale proceeds that we receive for that security may ultimately sell for an amount materially less than the estimated fair value calculated using SPSE, TEV or the DCF methodology. During April 2009, we completed the sale of 29 of the 32 senior syndicated loans that were held in our portfolio of investments at March 31, 2009 to various investors in the syndicated loan market. As a result of these sales, we received approximately \$69.2 million in net cash proceeds, which was approximately \$36.3 million less than the cost value of such investments recorded as of December 31, 2008.

Our procedures also include provisions whereby our Adviser will establish the fair value of any equity securities we may hold where SPSE or third-party agent banks are unable to provide evaluations. The types of factors that may be considered in determining the fair value of our debt and equity securities include some or all of the following:

- the nature and realizable value of any collateral;
- the portfolio company's earnings and cash flows and its ability to make payments on its obligations;
- the markets in which the portfolio company does business;
- the comparison to publicly traded companies; and
- discounted cash flow and other relevant factors.

Because such valuations, particularly valuations of private securities and private companies, are not susceptible to precise determination, may fluctuate over short periods of time, and may be based on estimates, our determinations of fair value may differ from the values that might have actually resulted had a readily available market for these securities been available.

A portion of our assets are, and will continue to be, comprised of equity securities that are valued based on internal assessment using our own valuation methods approved by our Board of Directors, without the input of SPSE or any other

Table of Contents

third-party evaluator. We believe that our equity valuation methods reflect those regularly used as standards by other professionals in our industry who value equity securities. However, determination of fair value for securities that are not publicly traded, whether or not we use the recommendations of an independent third-party evaluator, necessarily involves the exercise of subjective judgment. Our net asset value could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

In April 2008, we adopted the provisions of Financial Accounting Standards Board ( FASB ) Statement No. 157, *Fair Value Measurements* and we have followed the guidance of FASB Staff Position No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active*, which focused on fair market value accounting. The impact on our consolidated financial statements for future periods cannot be determined at this time as it will be influenced by the estimates of fair value for those periods, the number and amount of investments we originate, acquire or exit and the effect of any additional guidance or any changes in the interpretation of this statement. If we are required to make further write-downs of our investment portfolio due to changes in market conditions, this could negatively impact the availability under our line of credit and our ability to draw on the line of credit.

*The lack of liquidity of our privately held investments may adversely affect our business.*

We will generally make investments in private companies whose securities are not traded in any public market. Substantially all of the investments we presently hold and the investments we expect to acquire in the future are, and will be, subject to legal and other restrictions on resale and will otherwise be less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to quickly obtain cash equal to the value at which we record our investments if the need arises. This could cause us to miss important investment opportunities. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may record substantial realized losses upon liquidation. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we, our Adviser, or our respective officers, employees or affiliates have material non-public information regarding such portfolio company.

Due to the uncertainty inherent in valuing these securities, our determinations of fair value may differ materially from the values that would exist if a ready market for these securities existed. Our net asset value could be materially affected if our determinations regarding the fair value of our investments are materially different from the values that we ultimately realize upon our disposal of such securities.

*Our financial results could be negatively affected if a significant portfolio investment fails to perform as expected.*

Our total investment in companies may be significant individually or in the aggregate. As a result, if a significant investment in one or more companies fails to perform as expected, our financial results could be more negatively affected and the magnitude of the loss could be more significant than if we had made smaller investments in more companies. This risk is heightened as a result of our recent sale of the majority of senior syndicated loans that were held in our portfolio of investments at March 31, 2009. As a result of these sales, the total number of portfolio companies in which we hold investments decreased from 46 to 17.

*When we are a debt or minority equity investor in a portfolio company, which we expect will generally be the case, we may not be in a position to control the entity, and its management may make decisions that could decrease the value of our investment.*

We anticipate that most of our investments will continue to be either debt or minority equity investments in our portfolio companies. Therefore, we are and will remain subject to risk that a portfolio company may make business decisions with which we disagree, and the shareholders and management of such company may take risks or otherwise act in ways that do not serve our best interests. As a result, a portfolio company may make decisions that could decrease the value of our portfolio holdings. In addition, we will generally not be in a position to control any portfolio company by investing in its debt securities.

*We typically invest in transactions involving acquisitions, buyouts and recapitalizations of companies, which will subject us to the risks associated with change in control transactions.*

Our strategy includes making debt and equity investments in companies in connection with acquisitions, buyouts and recapitalizations, which subjects us to the risks associated with change in control transactions. Change in control transactions often present a number of uncertainties. Companies undergoing change in control transactions often face challenges retaining key employees and maintaining relationships with customers and suppliers. While we hope to avoid many of these difficulties by participating in transactions where the management team is retained and by conducting thorough due diligence

Table of Contents

in advance of our decision to invest, if our portfolio companies experience one or more of these problems, we may not realize the value that we expect in connection with our investments which would likely harm our operating results and financial condition.

*Prepayments of our loans by our portfolio companies could adversely impact our results of operations and reduce our return on equity.*

In addition to risks associated with delays in investing our capital, we are also subject to the risk that investments that we make in our portfolio companies may be repaid prior to maturity. We will first use any proceeds from prepayments to repay any borrowings outstanding on our credit facility. In the event that funds remain after repayment of our outstanding borrowings, then we will generally reinvest these proceeds in government securities, pending their future investment in new debt and/or equity securities. These government securities will typically have substantially lower yields than the debt securities being prepaid and we could experience significant delays in reinvesting these amounts. As a result, our results of operations could be materially adversely affected if one or more of our portfolio companies elects to prepay amounts owed to us. Additionally, prepayments could negatively impact our return on equity, which could result in a decline in the market price of our common stock.

*Higher taxation of our portfolio companies may impact our quarterly and annual operating results.*

The recession's adverse effect on federal, state, and municipality revenues may induce these government entities to raise various taxes to make up for lost revenues. Additional taxation may have an adverse effect on our portfolio companies' earnings and reduce their ability to repay our loans to them, thus affecting our quarterly and annual operating results.

*Our portfolio is concentrated in a limited number of companies and industries, which subjects us to an increased risk of significant loss if any one of these companies does not repay us or if the industries experience downturns.*

As of May 29, 2009, we had investments in 17 portfolio companies of which there were three investments, A. Stucki Holding Corp., Chase II Holdings Corp. and Acme Cryogenics, Inc., that comprised approximately \$87.4 million or 36.5% of our total investment portfolio, at cost. A consequence of a limited number of investments is that the aggregate returns we realize may be substantially adversely affected by the unfavorable performance of a small number of such loans or a substantial write-down of any one investment. Beyond our regulatory and income tax diversification requirements, we do not have fixed guidelines for industry concentration and our investments could potentially be concentrated in relatively few industries. In addition, while we do not intend to invest 25% or more of our total assets in a particular industry or group of industries at the time of investment, it is possible that as the values of our portfolio companies change, one industry or a group of industries may comprise in excess of 25% of the value of our total assets. As of May 29, 2009, 23.9% of our total assets were invested in machinery companies and 23.7% of our total assets were invested in diversified conglomerate manufacturing companies. As a result, a downturn in an industry in which we have invested a significant portion of our total assets could have a materially adverse effect on us.

*Our investments are typically long term and will require several years to realize liquidation events.*

Since we generally make five to seven year term loans and hold our loans and related warrants or other equity positions until the loans mature, you should not expect realization events, if any, to occur over the near term. In addition, we expect that any warrants or other equity positions that we receive when we make loans may require several years to appreciate in value and we cannot give any assurance that such appreciation will occur.

*We may not realize gains from our equity investments.*

When we invest in mezzanine or senior secured loans, we may acquire warrants or other equity securities as well. In addition we may invest in preferred and common stock. Our goal is ultimately to dispose of such equity interests and realize gains upon our disposition of such interests. However, the equity interests we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

Table of Contents

*Any unrealized depreciation we experience on our investment portfolio may be an indication of future realized losses, which could reduce our income available for distribution.*

As a business development company we are required to carry our investments at market value or, if no market value is ascertainable, at fair value as determined in good faith by or under the direction of our Board of Directors. Decreases in the market values or fair values of our investments will be recorded as unrealized depreciation. Since our inception, we have, at times, incurred a cumulative net unrealized depreciation of our portfolio. Any unrealized depreciation in our investment portfolio could result in realized losses in the future and ultimately in reductions of our income available for distribution to stockholders in future periods.

***Risks Related to Our Regulation and Structure***

*We currently do not meet the 50% threshold of the asset diversification test applicable to RICs under the Code. If we make any additional investment in the future, including advances under outstanding lines of credit to our portfolio companies, and remain below this threshold as of June 30, 2009, or any subsequent quarter end, we would lose our RIC status unless we are able to cure such failure within 30 days of the quarter end.*

In order to maintain RIC status under the Code, in addition to other requirements, as of the close of each quarter of our taxable year, we must meet the asset diversification test, which requires that at least 50% of the value of our assets consist of cash, cash items, U.S. government securities, the securities of other RICs and other securities to the extent such other securities of any one issuer do not represent more than 5% of our total assets or more than 10% of the voting securities of such issuer. As a result of changes in the value of our assets during April and May 2009, due to significant sales of Non-Control/Non-Affiliate investments, we have fallen below the required 50% asset diversification threshold as of the date of this report. Failure to meet this threshold alone does not result in loss of our RIC status in our current situation. In circumstances where the failure to meet the 50% threshold as of a quarterly measurement date is the result of fluctuations in the value of assets, including in our case as a result of the sale of assets, we are still deemed under the rules to satisfy the asset diversification test and, therefore, maintain our RIC status, as long as we have not made any new investments, including additional investments in our portfolio companies (such as advances under outstanding lines of credit), since the time that we fell below the 50% threshold. Thus, although we currently qualify as a RIC despite our current, and potential future, inability to meet the 50% asset diversification requirement, if we make any additional investments before regaining compliance with the asset diversification test, our RIC status will be threatened. Because, in most circumstances, we are contractually required to advance funds on outstanding lines of credit upon the request of our portfolio companies, we may have a limited ability to avoid adding to existing investments in a manner that would cause us to fail the asset diversification test as of June 30, 2009 or as of subsequent quarterly measurement dates.

If we were to make a new investment before regaining compliance with the 50% threshold, and we did not regain compliance prior to the next quarterly measurement date following the investment, we would have thirty days to cure our failure of the 50% threshold to avoid our loss of RIC status. Potential cures for failure of the asset diversification test include raising additional equity or debt capital, or changing the composition of our assets, which could include full or partial divestitures of investments, such that we would once again exceed the 50% threshold. We are currently seeking to obtain a short-term credit facility under which we would be able to borrow funds at each quarter end that would allow us to satisfy the asset diversification test for the foreseeable future, thereby allowing us to make additional investments prior to June 30, 2009 or thereafter and be in compliance with this test. There can be no assurance, however, that we will be able to enter into such a credit facility on reasonable terms, if at all, or that any other cures will be available to us such that our investment activity could resume. Our ability to implement any of these cures would be subject to market conditions and a number of risks and uncertainties that would be, in part, beyond our control. Accordingly, we can not guarantee you that we would be successful in curing any failure of the asset diversification test, which would subject us to corporate level tax. For additional information about the consequences of failing to satisfy the RIC qualification, see

We will be subject to corporate level tax if we are unable to satisfy Internal Revenue Code requirements for RIC qualification.

*We will be subject to corporate level tax if we are unable to satisfy Internal Revenue Code requirements for RIC qualification.*

To maintain our qualification as a RIC, we must meet income source, asset diversification and annual distribution requirements. The annual distribution requirement is satisfied if we distribute at least 90% of our ordinary income and short-term capital gains to our stockholders on an annual basis. Because we use leverage, we are subject to certain asset coverage ratio requirements under the 1940 Act and could, under certain circumstances, be restricted from making distributions necessary to qualify as a RIC. Warrants we receive with respect to debt investments will create original issue discount, which we must recognize as ordinary income, increasing the amounts we are required to distribute to maintain RIC status. Because such warrants will not produce distributable cash for us at the same time as we are required to make distributions in respect of the related original issue discount, we will need to use cash from other sources to satisfy such distribution requirements. The asset diversification requirements must be met at the end of each calendar quarter. If we fail to meet these tests, we may need to quickly dispose of certain investments to prevent the loss of RIC status. Since most of our investments will be illiquid, such dispositions, if even possible, may not be made at prices advantageous to us and, in fact, may result in substantial losses. If we fail to qualify as a RIC for any reason and become fully subject to corporate income tax, the resulting corporate taxes could substantially reduce our net assets, the amount of income available for distribution, and the actual amount distributed. Such a failure would have a material adverse effect on us and our shares. For additional information regarding asset coverage ratio and RIC requirements, see Business Material U.S. Federal Income Tax Considerations Regulated Investment Company Status.

*Changes in laws or regulations governing our operations, or changes in the interpretation thereof, and any failure by us to comply with laws or regulations governing our operations may adversely affect our business.*

We and our portfolio companies are subject to regulation by laws at the local, state and federal levels. These laws and regulations, as well as their interpretation, may be changed from time to time. Accordingly, any change in these laws or regulations, or their interpretation, or any failure by us or our portfolio companies to comply with these laws or regulations may adversely affect our business. For additional information regarding the regulations to which we are subject, see Business Material U.S. Federal Income Tax Considerations Regulated Investment Company Status and Business Regulation as a Business Development Company.



Table of Contents

*Provisions of the Delaware General Corporation Law and of our certificate of incorporation and bylaws could restrict a change in control and have an adverse impact on the price of our common stock.*

We are subject to provisions of the Delaware General Corporation Law that, in general, prohibit any business combination with a beneficial owner of 15% or more of our common stock for three years unless the holder's acquisition of our stock was either approved in advance by our Board of Directors or ratified by the Board of Directors and stockholders owning two-thirds of our outstanding stock not owned by the acquiring holder. Although we believe these provisions collectively provide for an opportunity to receive higher bids by requiring potential acquirers to negotiate with our Board of Directors, they would apply even if the offer may be considered beneficial by some stockholders.

We have also adopted other measures that may make it difficult for a third party to obtain control of us, including provisions of our certificate of incorporation classifying our Board of Directors in three classes serving staggered three-year terms, and provisions of our certificate of incorporation authorizing our Board of Directors to induce the issuance of additional shares of our stock. These provisions, as well as other provisions of our certificate of incorporation and bylaws, may delay, defer, or prevent a transaction or a change in control that might otherwise be in the best interests of our stockholders.

***Risks Related to an Investment in Our Common Stock***

*We may experience fluctuations in our quarterly and annual operating results.*

We may experience fluctuations in our quarterly and annual operating results due to a number of factors, including, among others, variations in our investment income, the interest rates payable on the debt securities we acquire, the default rates on such securities, the level of our expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, the level of our expenses, the degree to which we encounter competition in our markets, and general economic conditions, including the impacts of inflation. The majority of our portfolio companies are in industries that are directly impacted by inflation, such as manufacturing and consumer goods and services. Our portfolio companies may not be able to pass on to customers increases in their costs of production which could greatly affect their operating results, impacting their ability to repay our loans. In addition, any projected future decreases in our portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our investments could result in future realized and unrealized losses and therefore reduce our net assets resulting from operations. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

*There is a risk that you may not receive distributions.*

Our current intention is to distribute at least 90% of our ordinary income and short-term capital gains to our stockholders on a quarterly basis by paying monthly distributions. We expect to retain net realized long-term capital gains to supplement our equity capital and support the growth of our portfolio, although our Board of Directors may determine in certain cases to distribute these gains. We cannot assure you that we will achieve investment results or maintain a tax status that will allow or require any specified level of cash distributions.

*Distributions by us have and may in the future continue to include a return of capital.*

Our Board of Directors declares monthly distributions based on estimates of net investment income for each fiscal year, which may differ, and in the past have differed, from actual results. Because our distributions are based on estimates of net investment income that may differ from actual results, future distributions payable to our stockholders may also include a return of capital. Moreover, to the extent that we distribute amounts that exceed our accumulated earnings and profits, these distributions constitute a return of capital. A return of capital represents a return of a stockholder's original investment in shares of our stock and should not be confused with a distribution from earnings and profits. Although return of capital distributions may not be taxable, such distributions may increase an investor's tax liability for capital gains upon the sale of our shares by reducing the investor's tax basis for such shares. Such returns of capital reduce our asset base and also adversely impact our ability to raise debt capital as a result of the leverage restrictions under the 1940 Act, which could have a material adverse impact on our ability to make new investments.

*The market price of our shares may fluctuate significantly.*

The trading price of our common stock may fluctuate substantially. The extreme volatility and disruption that have affected the capital and credit markets for over a year has reached unprecedented levels in recent months. We have experienced greater than usual stock price volatility.

Table of Contents

The market price and marketability of our shares may from time to time be significantly affected by numerous factors, including many over which we have no control and that may not be directly related to us. These factors include, but are not limited to, the following:

- general economic trends and other external factors;
- price and volume fluctuations in the stock market from time to time, which are often unrelated to the operating performance of particular companies;
- significant volatility in the market price and trading volume of shares of RICs, business development companies or other companies in our sector, which is not necessarily related to the operating performance of these companies;
- changes in regulatory policies or tax guidelines, particularly with respect to RICs or business development companies;
- loss of business development company status;
- loss of RIC status;
- changes in our earnings or variations in our operating results;
- changes in the value of our portfolio of investments;
- any shortfall in our revenue or net income or any increase in losses from levels expected by securities analysts;
- departure of key personnel;
- operating performance of companies comparable to us;

- short-selling pressure with respect to our shares or business development companies generally;
- the announcement of proposed, or completed, offerings of our securities, including rights offering; and
- loss of a major funding source.

Fluctuations in the trading prices of our shares may adversely affect the liquidity of the trading market for our shares and, if we seek to raise capital through future equity financings, our ability to raise such equity capital.

*The issuance of subscription rights to our existing stockholders may dilute the ownership and voting powers by existing stockholders in our common stock, dilute the net asset value of their shares and have a material adverse effect on the trading price of our common stock.*

In April 2008 we completed an offering of transferable rights to subscribe for additional shares of our common stock, or subscription rights. We determined to raise equity in this manner primarily because of the capital raising constraints applicable to us under the 1940 Act when our stock is trading below its net asset value per share, as it was at the time of the offering. In the event that we again issue subscription rights to our existing stockholders, there is a significant possibility that the rights offering will dilute the ownership interest and voting power of stockholders who do not fully exercise their subscription rights. Stockholders who do not fully exercise their subscription rights should expect that they will, upon completion of the rights offering, own a smaller proportional interest in the Company than would otherwise be the case if they fully exercised their subscription rights. In addition, because the subscription price of the rights offering is likely to be less than the Company's most recently determined net asset value per share, our stockholders are likely to experience an immediate dilution of the per share net asset value of their shares as a result of the offer. As a result of these factors, any future rights offerings of our common stock, or our announcement of our intention to conduct a rights offering, could have a material adverse impact on the trading price of our common stock.

Table of Contents

*Shares of closed-end investment companies frequently trade at a discount from net asset value.*

Shares of closed-end investment companies frequently trade at a discount from net asset value. Since our inception, our common stock has at times traded above net asset value, and at times traded below net asset value. During the past year, our common stock has traded consistently, and at times significantly, below net asset value. Subsequent to March 31, 2009, our stock has traded at discounts of up to 64.3% of our net asset value as of March 31, 2009. This characteristic of shares of closed-end investment companies is separate and distinct from the risk that our net asset value per share will decline. As with any stock, the price of our shares will fluctuate with market conditions and other factors. If shares are sold, the price received may be more or less than the original investment. Whether investors will realize gains or losses upon the sale of our shares will not depend directly upon our net asset value, but will depend upon the market price of the shares at the time of sale. Since the market price of our shares will be affected by such factors as the relative demand for and supply of the shares in the market, general market and economic conditions and other factors beyond our control, we cannot predict whether the shares will trade at, below or above our net asset value. Under the 1940 Act, we are generally not able to issue additional shares of our common stock at a price below net asset value per share to purchasers other than our existing stockholders through a rights offering without first obtaining the approval of our stockholders and our independent directors. Additionally, at times when our stock is trading below its net asset value per share, our distribution yield may exceed the weighted average returns that we would expect to realize on new investments that would be made with the proceeds from the sale of such stock, making it unlikely that we would determine to issue additional shares in such circumstances. Thus, for so long as our common stock trades below its net asset value we will be subject to significant constraints on our ability to raise capital. Additionally, an extended period of time in which we are unable to raise capital may restrict our ability to grow and adversely impact our ability to increase or maintain our distributions.

*Stockholders may incur dilution if we sell shares of our common stock in one or more offerings at prices below the then current net asset value per share of our common stock.*

At our 2008 annual meeting of stockholders, our stockholders approved a proposal designed to allow us to access the capital markets in a way that we were previously unable to as a result of restrictions that, absent stockholder approval, apply to business development companies under the 1940 Act. Specifically, our stockholders approved a proposal that authorizes us to sell shares of our common stock below the then current net asset value per share of our common stock in one or more offerings for a period of one year. During the past year, our common stock has traded consistently, and at times significantly, below net asset value. Any decision to sell shares of our common stock below the then current net asset value per share of our common stock would be subject to the determination by our Board of Directors that such issuance is in our and our stockholders' best interests.

If we were to sell shares of our common stock below net asset value per share, such sales would result in an immediate dilution to the net asset value per share. This dilution would occur as a result of the sale of shares at a price below the then current net asset value per share of our common stock and a proportionately greater decrease in a stockholder's interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance. The greater the difference between the sale price and the net asset value per share at the time of the offering, the more significant the dilutive impact would be. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect, if any, cannot be currently predicted.

***Other Risks***

*We could face losses and potential liability if intrusion, viruses or similar disruptions to our technology jeopardize our confidential information, whether through breach of our network security or otherwise.*

Maintaining our network security is of critical importance because our systems store highly confidential financial models and portfolio company information. Although we have implemented, and will continue to implement, security measures, our technology platform is and will continue to be vulnerable to intrusion, computer viruses or similar disruptive problems caused by transmission from unauthorized users. The misappropriation of proprietary information could expose us to a risk of loss or litigation.

Table of Contents

*Terrorist attacks, acts of war or national disasters may affect any market for our common stock, impact the businesses in which we invest and harm our business, operating results and financial conditions.*

Terrorist acts, acts of war or national disasters have created, and continue to create, economic and political uncertainties and have contributed to global economic instability. Future terrorist activities, military or security operations, or national disasters could further weaken the domestic/global economies and create additional uncertainties, which may negatively impact the businesses in which we invest directly or indirectly and, in turn, could have a material adverse impact on our business, operating results and financial condition. Losses from terrorist attacks and national disasters are generally uninsurable.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

We do not own any real estate or other physical properties materially important to our operations. Gladstone Management Corporation is the current leaseholder of all properties in which we operate. We occupy these premises pursuant to the Advisory Agreement and Administration Agreement. Our Adviser and Administrator are headquartered in McLean, Virginia and our Adviser also has operations in New York, New Jersey, Illinois, Pennsylvania, Texas and Georgia.

**Item 3. Legal Proceedings**

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us.

**Item 4. Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year ended March 31, 2009.

**PART II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

Our common stock is traded on the NASDAQ Global Select Market under the symbol GAIN. The following table reflects, by quarter, the high and low closing prices per share of our common stock on the NASDAQ Global Select Market for each fiscal quarter during the last two fiscal years.

|         | Quarter Ended | High |       | Low |       |
|---------|---------------|------|-------|-----|-------|
| FY 2009 | 3/31/09       | \$   | 5.85  | \$  | 2.40  |
|         | 12/31/08      |      | 6.83  |     | 3.09  |
|         | 9/30/08       |      | 8.08  |     | 6.00  |
|         | 6/30/08       |      | 9.78  |     | 6.31  |
| FY 2008 | 3/31/08       | \$   | 10.94 | \$  | 9.08  |
|         | 12/31/07      |      | 12.68 |     | 9.81  |
|         | 9/30/07       |      | 14.39 |     | 11.52 |
|         | 6/30/07       |      | 15.20 |     | 13.91 |

As of May 28, 2009 there were approximately 36 stockholders of record of our common stock.

**Distributions**

We currently intend to distribute in the form of cash distributions a minimum of 90% of our ordinary income and short-term capital gains, if any, on a quarterly basis to our stockholders in the form of monthly distributions. Amounts presented for each fiscal quarter of 2009 and 2008 represent the cumulative amount of the distributions declared for the months composing such quarter. The following table reflects, by quarter, the distributions per share that we have declared on our common stock in the last two fiscal years:



Table of Contents

|         | Quarter Ended | Cash Distribution Per Share |
|---------|---------------|-----------------------------|
| FY 2009 | 3/31/09       | \$ 0.240                    |
|         | 12/31/08      | 0.240                       |
|         | 9/30/08       | 0.240                       |
|         | 6/30/08       | 0.240                       |
| FY 2008 | 3/31/08       | \$ 0.240                    |
|         | 12/31/07      | 0.240                       |
|         | 9/30/07       | 0.225                       |
|         | 6/30/07       | 0.225                       |

**Recent Sales of Unregistered Securities**

There were no unregistered sales of our securities during the fiscal year ended March 31, 2009.

**Item 6. Selected Financial Data**

The following selected financial data for the fiscal years ended March 31, 2009, 2008, 2007, and the period from June 22, 2005 (Commencement of Operations) through March 31, 2006 are derived from our audited consolidated financial statements. The data should be read in conjunction with our consolidated financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this report.

**GLADSTONE INVESTMENT CORPORATION****SELECTED FINANCIAL DATA**

**(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT DATA)**

|  | Year Ended<br>March 31, 2009 | Year Ended<br>March 31, 2008 | Year Ended<br>March 31, 2007 | Period June 22, 2005<br>(Commencement of<br>Operations) through<br>March 31, 2006 |
|--|------------------------------|------------------------------|------------------------------|---|
| <b>Statement of Operations Data:</b>                               |                              |                              |                              |   |
| Total Investment Income  | \$ 25,812                    | \$ 27,894                    | \$ 17,262                    | \$ 7,371  |
| Total Expenses   | 12,424                       | 14,842                       | 6,114                        | 1,487   |
| Net Investment Income  | 13,388                       | 13,052                       | 11,148                       | 5,884   |
| Net (Loss) Gain on Investment                                      | (24,837)                     | (13,993)                     | (3,879)                      | 170   |
| Net (Decrease) Increase in Net Assets<br>Resulting from Operations | \$ (11,449)                  | \$ (941)                     | \$ 7,269                     | \$ 6,054  |
| <b>Per Share Data (1):</b>   |                              |                              |                              |   |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

|  |    |            |    |            |    |            |    |            |
|--|----|------------|----|------------|----|------------|----|------------|
| Basic and Diluted                                  | \$ | (0.53)     | \$ | (0.06)     | \$ | 0.44       | \$ | 0.37       |
| Cash Distributions Declared per share              |    | 0.96       |    | 0.93       |    | 0.86       |    | 0.39       |
| Statement of Assets and Liabilities Data:          |    |            |    |            |    |            |    |            |
| Total Assets                                       | \$ | 326,843    | \$ | 352,293    | \$ | 323,590    | \$ | 230,324    |
| Net Assets   |    | 214,802    |    | 206,445    |    | 222,819    |    | 229,842    |
| Net Asset Value Per Share                          |    | 9.73       |    | 12.47      |    | 13.46      |    | 13.88      |
| Common Shares Outstanding                          |    | 22,080,133 |    | 16,560,100 |    | 16,560,100 |    | 16,391,589 |
| Senior Securities Data:                            |    |            |    |            |    |            |    |            |
| Borrowings under line of credit (2)                | \$ | 110,265    | \$ | 144,835    | \$ | 100,000    |    |            |
| Asset coverage ratio (3) (4)                       |    | 295%       |    | 243%       |    | 323%       |    | N/A        |
| Asset coverage per unit (4)                        | \$ | 2,948      | \$ | 2,425      | \$ | 3,228      |    | N/A        |
| Other Data:  |    |            |    |            |    |            |    |            |
| Number of Portfolio Companies at Year              |    |            |    |            |    |            |    |            |
| End  |    | 46         |    | 52         |    | 47         |    | 22         |
| Principal Amount of New Investments                | \$ | 53,002     | \$ | 175,255    | \$ | 182,953    | \$ | 160,646    |
| Proceeds from Loan Repayments and Investments Sold |    | 49,785     |    | 96,438     |    | 61,167     |    | 7,381      |
| Weighted Average Yield on Investments              |    |            |    |            |    |            |    |            |
| (5):   |    | 8.22%      |    | 8.91%      |    | 8.72%      |    | 7.02%      |
| Total Return (6)                                   |    | (51.65)%   |    | (31.54)%   |    | 4.36%      |    | 3.39%      |

Table of Contents

---

(1) Per share data for net (decrease) increase in net assets resulting from operations is based on the weighted common stock outstanding for both basic and diluted.

(2) See Management's Discussion and Analysis of Financial Condition and Results of Operations for more information regarding our level of indebtedness.

(3) As a business development company, we are generally required to maintain a ratio of 200% of total assets, less all liabilities and indebtedness not represented by senior securities, to total borrowings.

(4) Asset coverage ratio is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is the asset coverage ratio expressed in terms of dollar amounts per \$1,000 of indebtedness.

(5) Weighted average yield on investments equals interest income on investments divided by the annualized weighted average investment balance throughout the year.

(6) Total return equals the (decrease) increase of the ending market value over the beginning market value plus monthly distributions divided by the monthly beginning market value.

Table of Contents

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the notes thereto contained elsewhere in this Form 10-K.*

**OVERVIEW**

**General**

We were incorporated under the General Corporation Laws of the State of Delaware on February 18, 2005. We were primarily established for the purpose of investing in subordinated loans, mezzanine debt, preferred stock and warrants to purchase common stock of small and medium-sized companies in connection with buyouts and other recapitalizations. We also invest in senior secured loans, common stock and, to a much lesser extent, senior and subordinated syndicated loans. Our investment objective is to generate both current income and capital gains through these debt and equity instruments. We operate as a closed-end, non-diversified management investment company and have elected to be treated as a business development company under the Investment Company Act of 1940 (the "1940 Act"). In addition, for tax purposes, we have elected to be treated as a regulated investment company ("RIC") under the Internal Revenue Code of 1986, as amended (the "Code").

**Business Environment**

The current economic conditions generally and the disruptions in the capital markets in particular have decreased liquidity and increased our cost of debt and equity capital, where available. The longer these conditions persist, the greater the probability that these factors could continue to increase our cost and significantly limit our access to debt and equity capital, and thus have an adverse effect on our operations and financial results. Many of the companies in which we have made or will make investments are also susceptible to the economic downturn, which may affect the ability of one or more of our portfolio companies to repay our loans or engage in a liquidity event, such as a sale, recapitalization or initial public offering. The recession could also disproportionately impact some of the industries in which we invest, causing us to be more vulnerable to losses in our portfolio. Therefore, the numbers of our non-performing assets have, and are likely to continue to increase and the fair market value of our portfolio is likely to continue to decrease during these periods.

The recession has affected the availability of credit generally and, as a result, subsequent to our fiscal year end, we sold 29 of the 32 senior syndicated loans that were held in our portfolio of investments at March 31, 2009 to various investors in the syndicated loan market in order to repay amounts outstanding under our prior credit facility, which matured in April 2009. These loans, in aggregate, had a cost value of approximately \$104.2 million, or 29.9% of the cost value of our total investments, and an aggregate fair market value of approximately \$69.8 million, or 22.2% of the fair market value of our total investments, at March 31, 2009. In order to maintain RIC status under the Code, in addition to other requirements, as of the close of each quarter of our taxable year, we must meet the asset diversification test, which requires that at least 50% of the value of our assets consist of cash, cash items, U.S. government securities, the securities of other regulated investment companies and other securities to the extent such other securities of any one issuer do not represent more than 5% of our total assets. As a result of changes in the value of our assets during April and May 2009, due to significant sales of Non-Control/Non-Affiliate investments, we have fallen below the required 50% asset diversification threshold as of the date of this report. Failure to meet this threshold alone does not result in loss of our RIC status in our current situation. In circumstances where the failure to meet the 50% threshold as of a quarterly measurement date is the result of fluctuations in the value of assets, including in our case as a result of the sale of assets, we are still deemed under the rules to satisfy the asset diversification test, and therefore maintain our RIC status, as long as we have not made any new investments, including

additional investments in our portfolio companies (such as advances under outstanding lines of credit), since the time that we fell below the 50% threshold. Thus, although we currently qualify as a RIC despite our current, and potential future, inability to meet the 50% asset diversification requirement, if we make any additional investments before regaining compliance with the asset diversification test, our RIC status will be threatened. In this situation, if we did not regain compliance with the 50% threshold prior to the next quarterly measurement date following the investment, we would have thirty days to cure our failure of the asset diversification test to avoid a loss of our RIC status. Potential cures for failure of the asset diversification test include raising additional equity or debt capital, or changing the composition of our assets, which could include full or partial divestitures of investments, such that we would once again exceed the 50% threshold. As a result, we presently do not intend to make any new investments until we once again exceed the 50% threshold. We are exploring a number of strategies, including changing the composition of our assets, which could include full or partial divestitures of investments, and raising additional equity or debt capital, such that we would once again exceed the 50% threshold. We are currently seeking to obtain a short-term credit facility under which we would be able to borrow funds at each quarter end that would allow us to satisfy the asset diversification test for the foreseeable future, thereby allowing us to make additional investments prior to June 30, 2009 or thereafter and be in compliance with this test. There can be no assurance, however, that we will be able to enter into such a credit facility on reasonable terms, if at all, or that any other cures will be available to us such that our investment activity could resume. However, our ability to implement any of these approaches will be subject to market conditions and a number of risks and uncertainties that are, in part, beyond our control.

Under the terms of our new credit facility with BB&T, committed funding was reduced from \$125.0 million under our prior facility to \$50.0 million. See Recent Developments section below for further information. As of May 29, 2009, \$29.7 million was outstanding under our credit facility and only \$17.5 million was available for borrowings under the line of credit. As a result of this limited availability under our credit facility and the restraints upon our investing activities required in order to maintain RIC status under the Code as described above, we are unsure when we will once again be in a position to make any new investments. Our credit facility also limits our distributions to stockholders and, as a result, we recently decreased our monthly cash distribution rate by 50% as compared to the prior three month period. We do not know when market conditions will stabilize, if adverse conditions will intensify or the full extent to which the disruptions will continue to affect us. If market instability persists or intensifies, we may experience increasing difficulty in raising capital.

Challenges in the current market are intensified for us by certain regulatory limitations under the Code and the 1940 Act, as well as contractual restrictions under the agreement governing our credit facility that further constrain our ability to access the capital markets. To maintain our qualification as a RIC, we must satisfy, among other requirements, an annual distribution requirement to pay out at least 90% of our ordinary income and short-term capital gains to our stockholders on an

## Table of Contents

annual basis. Because we are required to distribute our income in this manner, and because the illiquidity of many of our investments makes it difficult for us to finance new investments through the sale of current investments, our ability to make new investments is highly dependent upon external financing. Our external financing sources include the issuance of equity securities, debt securities or other leverage such as borrowings under our line of credit. Our ability to seek external debt financing, to the extent that it is available under current market conditions, is further subject to the asset coverage limitations of the 1940 Act, which require us to have at least a 200% asset coverage ratio, meaning generally that for every dollar of debt, we must have two dollars of assets.

The recession may also continue to decrease the value of collateral securing some of our loans, as well as the value of our equity investments, which has impacted and may continue to impact our ability to borrow under our credit facility. For the year ended March 31, 2009, we recorded net unrealized depreciation on our portfolio of investments of \$19.8 million, which was mainly attributable to the decrease in fair value of our portfolio. We may see further decreases in the value of our portfolio, which will further limit our ability to borrow under our credit facility. Additionally, our credit facility contains covenants regarding the maintenance of certain minimum loan concentrations which are affected by the decrease in value of our portfolio. Failure to meet these requirements would result in a default which, if we are unable to obtain a waiver from our lenders, would result in the acceleration of our repayment obligations under the credit facility.

We expect that, given these regulatory and contractual constraints in combination with current market conditions, debt and equity capital may be costly or difficult for us to access for some time. For so long as this is the case, our near-term strategy depends on retaining capital and building the value of our existing portfolio companies to increase the likelihood of maintaining potential future returns. We will also, where prudent and possible, consider the sale of lower-yielding investments. This has resulted, and may continue to result, in significantly reduced investment activity, as our ability to make new investments under these conditions is largely dependent on availability of proceeds from the sale or exit of existing portfolio investments, which events may be beyond our control. As capital constraints improve, we intend to continue our strategy of making conservative investments in businesses that we believe will weather the current economy and that are likely to produce attractive long-term returns for our stockholders.

## **Use of Internally-Developed Discount Cash Flow Methodologies**

Given the recession, the market for syndicated loans has become increasingly illiquid with limited or no transactions for many of those securities which we hold. The Financial Accounting Standards Board ( FASB ) Staff Position No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active*, or FSP No. 157-3, provides guidance on the use of a discounted cash flow ( DCF ) methodology to value investments in an illiquid market. Under FSP No. 157-3, indications of an illiquid market include cases where the volume and level of trading activity in the asset have declined significantly, the available prices vary significantly over time or amongst market participants, or the prices are not current. The marketplace for which we obtain indicative bids for purposes of determining fair value for our syndicated loan investments have recently shown these attributes of illiquidity. In accordance with Statement of Financial Accounting Standards ( SFAS ) No. 157, our valuation procedures specify the use of third-party indicative bid quotes for valuing syndicated loans where there is a liquid public market for those loans and market pricing quotes are readily available. However, due to the market illiquidity and the lack of transactions during the year ended March 31, 2009, we determined that the current agent bank non-binding indicative bids for the majority of our syndicated loans were unreliable and alternative procedures would need to be performed until liquidity returns to the marketplace. However, we valued the majority of our syndicated loans using the sale price obtained at or subsequent to March 31, 2009, since the security was sold. As of March 31, 2009, the portion of our investment portfolio that was valued using DCF was approximately \$14.3 million, or 4.6% of the fair value of our total portfolio of investments.

## **Investment Highlights**

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

During the fiscal year ended March 31, 2009, we extended, directly or through participations, approximately \$41.7 million of new loans to four new portfolio companies and \$8.3 million of investments to existing portfolio companies through revolver draws or additions to term notes for a total of \$50.0 million in new investments. Also, during the fiscal year ended March 31, 2009, we sold, were repaid in full, or otherwise exited 14 syndicated loans and part of one proprietary loan for aggregate proceeds of approximately \$28.3 million, and we received scheduled contractual principal repayments of approximately \$18.4 million, for total principal repayments of approximately \$46.7 million. Since our initial public offering in June 2005 through March 31, 2009, we have made 142 investments in 87 companies for a total of approximately \$566.0 million, before giving affect to principal repayments on investments and divestitures.

Table of Contents

**Recent Developments**

*New Credit Facility with Branch Bank and Trust Company and Termination of Deutsche Bank A.G. Credit Facility*

On April 14, 2009, through our wholly-owned subsidiary Gladstone Business Investment, LLC ( *Business Investment* ), we entered into a second amended and restated credit agreement providing for a \$50.0 million revolving line of credit (the *Credit Facility* ), arranged by Branch Banking and Trust Company ( *BB&T* ) as administrative agent. Key Equipment Finance Company Inc. also joined the Credit Facility as a committed lender. In connection with our entry into the Credit Facility, we borrowed \$43.8 million under the Credit Facility to repay in full all amounts outstanding under our prior credit agreement with Deutsche Bank, A.G. The Credit Facility may be expanded up to \$125.0 million through the addition of other committed lenders to the facility. The Credit Facility matures on April 14, 2010, and if the facility is not renewed or extended by this date, all unpaid principal and interest will be due and payable within one year of maturity.

*Senior Syndicated Loan Sales*

**During April 2009, we completed the sale of 29 of the 32 senior syndicated loans that were held in our portfolio of investments at March 31, 2009 to various investors in the syndicated loan market. The loans, in aggregate, had a cost value of approximately \$104.2 million, or 29.9% of the cost value of our total investments, and an aggregate fair market value of approximately \$69.8 million, or 22.2% of the fair market value of our total investments, at March 31, 2009. As a result of these sales, we received approximately \$69.2 million in net cash proceeds and recorded a realized loss of approximately \$34.6 million. Upon the settlement of these sales, and other refinancings, as discussed below, the remaining senior syndicated loans in our investment portfolio had a fair value of approximately \$11.9 million, or 5.0% of our total investments.**

*Proprietary Investment Term Debt Repayments and Revolver Reductions/Extinguishments*

During April 2009, we executed the following transactions with certain of our portfolio companies:

- On April 9, 2009, A. Stucki Holding Corp. refinanced a portion of their term debt by repaying approximately \$2.0 million of principal repayments which represents the next three quarterly payments due under normal amortization on both their senior term A (\$1.6 million) and senior term B (\$412,000) loans. Normal amortization is expected to resume on April 1, 2010.
- On April 9, 2009, ASH Holdings Corp. made a repayment of approximately \$1.1 million on their revolving line of credit, which reduced the outstanding balance to approximately \$500,000.



- On April 10, 2009, we entered into an agreement to reduce the available credit limit on Mathey Investment Inc.'s revolving line of credit from \$2.0 million to \$1.0 million. This was a non-cash transaction.
- On April 10, 2009, we made an investment disbursement to Cavert II Holding Corp. ( Cavert ) for approximately \$850,000 on their revolving line of credit and used the proceeds to make next four quarterly payments due under normal amortization for both their senior term A and senior term B loans in a non-cash transaction. Normal amortization on both of these loans is expected to resume on July 1, 2010. Subsequently, on April 17, 2009, Cavert repaid the outstanding \$850,000 in principal plus accrued interest on its revolving line of credit.
- On April 13, 2009, we entered into an agreement to reduce the available credit limit on Chase II Holdings Corp.'s revolving line of credit from \$4.5 million to \$3.5 million. This was a non-cash transaction.

#### *Interest Rate Cap Agreement*

During May 2009, we cancelled our interest rate cap agreement with Deutsche Bank A.G. and entered into a new interest rate cap agreement for a notional amount of \$45 million that will effectively limit the interest rate on a portion of the borrowings under the Credit Facility. We incurred a premium fee of approximately \$40,000 in conjunction with this agreement.

#### **Investment Strategy**

We expect that our target portfolio over time will include mostly subordinated loans, mezzanine debt, preferred stock, and warrants to buy common stock. Structurally, subordinated loans and mezzanine loans usually rank lower in priority of

Table of Contents

payment to senior debt, such as senior bank debt, and may be unsecured. However, subordinated debt and mezzanine loans rank senior to common and preferred equity in a borrower's capital structure. Typically, subordinated debt and mezzanine loans have elements of both debt and equity instruments, offering returns in the form of interest payments associated with senior debt, while providing lenders an opportunity to participate in the capital appreciation of a borrower, if any, through an equity position. Due to its higher risk profile and often less restrictive covenants as compared to senior debt, mezzanine debt generally earns a higher return than senior secured debt. Any warrants associated with mezzanine loans are typically detachable, which allows lenders to receive repayment of their principal on an agreed amortization schedule while retaining their equity interest in the borrower. Mezzanine debt also may include a put feature, which permits the holder to sell its equity interest back to the borrower at a price determined through a pre-determined formula.

Our primary investment focuses are situations involving buyouts and recapitalizations of small and mid-sized companies with established management teams. We expect that our investments will generally range between \$10 million and \$40 million each, although this investment size may vary proportionately as the size of our capital base changes. Typically, our investments mature in no more than seven years and accrue interest at fixed or variable rates. We intend to invest either by ourselves or jointly with other buyout funds and/or management of the portfolio company, depending on the opportunity. If we are participating in an investment with one or more co-investors, then our investment is likely to be smaller than if we were investing alone.

Certain loan investments may have a form of interest that is not paid currently but is accrued and added to the loan balance and paid at the end of the term. This interest is called paid in kind (PIK) interest. We generally seek investments that do not generate PIK interest as we have to pay out this accrued interest as distributions to our stockholders and we may have to borrow money or raise additional capital in order to meet the tax test for RICs by having to pay out at least 90% of our income. As of March 31, 2009, none of our investments bore PIK interest.

Because the majority of our portfolio loans consist of term debt of private companies who typically cannot or will not expend the resources to have their debt securities rated by a credit rating agency, we expect that several of the debt securities we acquire will be unrated. We cannot accurately predict what ratings these loans might receive if they were rated, and thus cannot determine whether or not they could be considered investment grade quality.

To the extent possible, our loans generally are collateralized by a security interest in the borrower's assets. Interest payments are generally made monthly or quarterly (except to the extent of any PIK interest) with amortization of principal generally being deferred for several years. The principal amount of the loans and any accrued but unpaid interest generally become due at maturity, generally at five to seven years. When we receive a warrant to purchase stock in a borrower in connection with a loan, the warrant will typically have an exercise price equal to the fair value of the portfolio company's common stock at the time of the loan and entitle us to purchase a modest percentage of the borrower's stock.

Original issue discount (OID) arises when we extend a loan and receive an equity interest in the borrower at the same time. To the extent that the price paid for the equity is not at market value, we must allocate part of the price paid for the loan to the value of the equity. Then the amount allocated to the equity, the OID, must be amortized over the life of the loan. As with PIK interest, the amortization of OID also produces income that must be recognized for purposes of satisfying the distribution requirements for a RIC under Subchapter M of the Code, whereas the cash is received, if at all, when the equity instrument is sold. We seek to avoid OID with all potential investments under review, and as of March 31, 2009, we did not hold any investments with OID income.

In addition, as a business development company under the 1940 Act, we are required to make available significant managerial assistance to our portfolio companies. Our investment adviser, Gladstone Management Corporation, or our Adviser, provides these services on our behalf through its officers, who are also our officers. Currently, neither we nor our Adviser charges a fee for managerial assistance; however, if our Adviser

does receive fees for such managerial assistance, our Adviser will credit the managerial assistance fees to the base management fee due from us to our Adviser.

Our Adviser receives fees for other services it provides to our portfolio companies. These other fees are recognized as revenue when earned and are generally paid directly to our Adviser by the borrower or potential borrower upon closing of the investment. The services our Adviser provides to portfolio companies vary by investment, but generally include a broad array of services, such as investment banking services, arranging bank and equity financing, structuring financing from multiple lenders and investors, reviewing existing credit facilities, restructuring existing investments, raising equity and debt capital from other investors, turnaround management, merger and acquisition services and recruiting new management personnel. When our Adviser receives fees for these services, 50% of certain of those fees are credited against the base management fee that we pay to our Adviser. Any services of this nature subsequent to the closing would typically generate a separate fee at the time of completion.

Table of Contents

Our Adviser also receives fees for monitoring and reviewing portfolio company investments. These fees are generally paid annually or quarterly in advance to our Adviser throughout the life of the investment. Fees of this nature are recorded as revenue by our Adviser when earned and are not credited against the base management fee.

We may receive fees for the origination and closing services we provides to portfolio companies through our Adviser. These fees are paid directly to us and are recognized as revenue upon closing of the originated investment and are reported as fee income in the consolidated statements of operations.

Prior to making an investment, we ordinarily enter into a non-binding term sheet with the potential borrower. These non-binding term sheets are generally subject to a number of conditions, including, but not limited to, the satisfactory completion of our due diligence investigations of the potential borrower's business, reaching agreement on the legal documentation for the loan, and the receipt of all necessary consents. Upon execution of the non-binding term sheet, the potential borrower generally pays the Adviser a non-refundable fee for services rendered by the Adviser through the date of the non-binding term sheet. These fees are received by the Adviser and are offset against the base management fee payable to the Adviser, which has the effect of reducing our expenses to the extent of any such fees received by the Adviser.

In the event that we expend significant effort in considering and negotiating a potential investment that ultimately is not consummated, we generally will seek reimbursement from the proposed borrower for our reasonable expenses incurred in connection with the transaction, including legal fees. Any amounts collected for expenses incurred by our Adviser in connection with unconsummated investments will be reimbursed to our Adviser. Amounts collected for these expenses incurred by us will be reimbursed to us and will be recognized in the period in which such reimbursement is received, but there can be no guarantee that we will be successful in collecting any such reimbursements.

**Our Adviser and Administrator**

Our Adviser is led by a management team which has extensive experience in our lines of business. Our Adviser is controlled by David Gladstone, our chairman and chief executive officer. Mr. Gladstone is also the chairman and chief executive officer of our Adviser. David Dullum is our president and has extensive experience in private equity investing in middle market companies. Terry Lee Brubaker is our co-vice chairman and has substantial experience in acquisitions and operations of companies. George Stelljes III is our co-vice chairman and chief investment officer and has extensive experience in leveraged finance. Our Adviser also has a wholly-owned subsidiary, Gladstone Administration, LLC (the Administrator), which employs our chief financial officer, chief compliance officer, treasurer and their respective staffs.

Our Adviser and Administrator also provide investment advisory and administrative services to our affiliates, Gladstone Commercial Corporation, a publicly traded real estate investment trust; Gladstone Capital Corporation, a publicly traded registered investment company; and Gladstone Land Corporation, a private agricultural real estate company. With the exception of our chief financial officer, all of our executive officers serve as either directors or executive officers, or both, of our Adviser, our Administrator, Gladstone Commercial Corporation and Gladstone Capital Corporation. In the future, our Adviser may provide investment advisory and administrative services to other funds, both public and private, of which it is the sponsor.

We have been externally managed by our Adviser pursuant to an investment advisory and administrative agreement since our inception. Our Adviser was organized as a corporation under the laws of the State of Delaware on July 2, 2002, and is a registered investment adviser under the Investment Advisers Act of 1940, as amended. Our Adviser is headquartered in McLean, Virginia, a suburb of Washington, D.C., and has offices in New York, Illinois, Pennsylvania, New Jersey, Texas and Georgia.

#### **Investment Advisory and Management Agreement**

Pursuant to the amended and restated investment advisory and management agreement with our Adviser (the *Advisory Agreement*), we pay our Adviser fees, as compensation for its services, consisting of a base management and a two-part incentive fee. On July 9, 2008, our Board of Directors approved the renewal of this Advisory Agreement with our Advisor through August 31, 2009. The Board of Directors will consider a further one year renewal in July 2009.

Beginning on January 1, 2007, the base management fee was computed and payable quarterly and was assessed at an annual rate of 2.0% of our average gross assets, which is defined as total assets, including investments made with proceeds from borrowings, less any uninvested cash and cash equivalents resulting from borrowings, calculated as of the end of the two most recently completed fiscal quarters.

Table of Contents

On January 9, 2007, our Board of Directors accepted an unconditional and irrevocable voluntary waiver from the Adviser to reduce the annual 2.0% base management fee on senior syndicated loan participations to 0.5%, to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations. This waiver remains in effect and was applied through March 31, 2009.

When our Adviser receives fees from our portfolio companies, such as investment banking fees, structuring fees or executive recruiting services fees, 50% of certain of these fees will be credited against the base management fee that we would otherwise be required to pay to our Adviser.

In addition, the Adviser services the loans held by Business Investment in return for which our Adviser receives a 2.0% annual fee based on the monthly aggregate balance of loans held by Business Investment. Since we indirectly own these loans, all loan servicing fees paid to our Adviser are treated as reductions against the 2.0% base management fee. Overall, the base management fee due to our Adviser cannot exceed 2.0% of total assets (as reduced by cash and cash equivalents pledged to creditors) during any given fiscal year.

The incentive fee consists of two parts: an income-based incentive fee and a capital gains incentive fee. The income-based incentive fee rewards our Adviser if our quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of our net assets, or the hurdle rate. We pay our Adviser an income incentive fee with respect to our pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee in any calendar quarter in which our pre-incentive fee net investment income does not exceed the hurdle rate (7% annualized);
- 100% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized); and
- 20% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).

The second part of the incentive fee is a capital gains incentive fee that is determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date) and equals 20% of our realized capital gains as of the end of the fiscal year. In determining the capital gains incentive fee payable to our Adviser, we calculate the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since our inception, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in its portfolio. For this purpose, cumulative aggregate realized capital gains, if any, equals the sum of the differences between the net sales price of each investment, when sold, and the original cost of such investment since our inception. Cumulative aggregate realized capital losses equals the sum of the amounts by which the net sales price of each investment, when sold, is less than the original cost of such investment since our inception. Aggregate unrealized capital depreciation equals the sum of the difference, if negative, between the valuation of each investment as of the applicable calculation date and the original cost of such investment. At the end of the applicable year, the amount of capital gains that serves as the basis for our calculation of the capital gains incentive fee equals the cumulative aggregate realized capital gains less cumulative aggregate realized capital losses, less aggregate unrealized capital depreciation, with respect to our portfolio of investments. If this number is positive at the end of such year, then the capital gains incentive fee for such year equals 20% of such amount, less the aggregate amount of any capital gains incentive fees paid in respect of our portfolio in all prior years.

We pay our direct expenses, including, but not limited to, directors' fees, legal and accounting fees, stockholder-related expenses, and directors and officers' insurance under the Advisory Agreement.

**Administration Agreement**

We have entered into an administration agreement with our Administrator (the Administration Agreement), whereby we pay separately for administrative services. The Administration Agreement provides for payments equal to our allocable portion of our Administrator's overhead expenses in performing its obligations under the Administration Agreement including, but not limited to, rent for employees of our Administrator, and our allocable portion of the salaries and benefits expenses of our chief financial officer, chief compliance officer, treasurer and their respective staffs. Our allocable portion of expenses is derived by multiplying our Administrator's total expenses by the percentage of our average assets (the total assets

Table of Contents

at the beginning each quarter) in comparison to the average total assets of all companies managed by our Adviser under similar agreements. On July 9, 2008, our Board of Directors approved the renewal of this Administration Agreement with our Administrator through August 31, 2009. The Board of Directors will consider a further one year renewal in July 2009.

**License Agreement**

We entered into a license agreement with the Adviser, pursuant to which the Adviser has granted us a non-exclusive license to use the name Gladstone and the Diamond G trademark. The amount of the fee is negotiated on an annual basis by our compensation committee and must be approved by a majority of our independent directors. This license agreement required us to pay the Adviser a royalty fee of one dollar per quarter through March 31, 2008, at which time it was increased to ten dollars per quarter and will remain at ten dollars until the next renewal date of March 31, 2010. The license arrangement will terminate in the event that Gladstone Management Corporation is no longer our investment adviser.

**RESULTS OF OPERATIONS (dollar amounts in thousands, except per share amounts or unless otherwise indicated)**

*COMPARISON OF THE FISCAL YEARS ENDED MARCH 31, 2009 AND MARCH 31, 2008*

**Investment Income**

Investment income for the year ended March 31, 2009 was \$25,812, as compared to \$27,894 for the year ended March 31, 2008.

Interest income from our investments in debt securities of private companies was \$25,133 for the year ended March 31, 2009, as compared to \$27,629 for the prior year. The level of interest income from investments is directly related to the balance, at cost, of the interest-bearing investment portfolio outstanding during the period multiplied by the weighted average yield. The weighted average yield varies from period to period based on the current stated interest rate on interest-bearing investments and the amounts of loans for which interest is not accruing. Interest income from our investments decreased \$2,496, or 9.0%, during the year ended March 31, 2009 compared to the prior year period. This change was due to the decrease in the weighted average yield of our portfolio, attributable mainly to a reduction in the average LIBOR during the comparable time periods, which was approximately 1.96% for the year ended March 31, 2009, compared to 4.74% in the prior year.

Interest income from Non-Control/Non-Affiliate investments was \$8,466 for the year ended March 31, 2009, as compared to \$14,575 for the prior year. This decrease was the result of an overall decrease in the number of Non-Control/Non-Affiliate investments held at March 31, 2009 compared to the prior year, primarily due to sales and settlements of syndicated loans subsequent to March 31, 2008. This decrease was further accentuated by drops in LIBOR, due to the instability and tightening of the credit markets.



## Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

Interest income from Control investments was \$11,291 for the year ended March 31, 2009, as compared to \$10,768 for the prior year. The increase of \$523 is attributable to the acquisition of two additional Control investments purchased during the year ended March 31, 2009 as compared to the prior year; however, this increase was partially offset by the reclassification of Quench, a Control investment at March 31, 2008, as an Affiliate investment for the current reporting year. This reclassification took place in the second quarter of fiscal year 2009. Decreases in LIBOR during the current fiscal year played a minimal role in interest income from our proprietary deals, as the majority of them include interest rate floors to protect against such circumstances.

Interest income from Affiliate investments was \$5,376 for the year ended March 31, 2009, as compared to \$2,286 for the prior year. The increase of \$3,090 was a result of one additional Affiliate investment purchased during the current fiscal year, as well the change in reclassification of Quench as an Affiliate investment, as noted above.

The interest-bearing investment portfolio had an average cost basis of approximately \$297.5 million for the year ended March 31, 2009, as compared to an average cost basis of \$292.9 million for the year ended March 31, 2008. The following table lists the interest income from investments for the five largest portfolio companies during the respective periods:

### Year ended March 31, 2009

| Company                      | Interest<br>Income | % of<br>Total |
|------------------------------|--------------------|---------------|
| Chase II Holdings Corp.      | \$ 2,802           | 11.1%         |
| A. Stucki Holding Corp.      | 2,716              | 10.8%         |
| Acme Cryogenics, Inc.        | 1,691              | 6.7%          |
| Noble Logistics, Inc.        | 1,635              | 6.5%          |
| Danco Acquisition Corp.      | 1,597              | 6.4%          |
| <b>Subtotal</b>              | <b>\$ 10,441</b>   | <b>41.5%</b>  |
| Other companies              | 14,692             | 58.5%         |
| <b>Total interest income</b> | <b>\$ 25,133</b>   | <b>100.0%</b> |

### Year ended March 31, 2008

| Company                      | Interest<br>Income | % of<br>Total |
|------------------------------|--------------------|---------------|
| A. Stucki Holding Corp.      | \$ 3,377           | 12.2%         |
| Chase II Holdings Corp.      | 3,017              | 10.9%         |
| Acme Cryogenics, Inc.        | 1,695              | 6.2%          |
| Noble Logistics, Inc.        | 1,518              | 5.5%          |
| Quench Holdings Corp.        | 1,494              | 5.4%          |
| <b>Subtotal</b>              | <b>\$ 11,101</b>   | <b>40.2%</b>  |
| Other companies              | 16,528             | 59.8%         |
| <b>Total interest income</b> | <b>\$ 27,629</b>   | <b>100.0%</b> |

Table of Contents

The weighted average yield on our portfolio, excluding cash and cash equivalents, for the year ended March 31, 2009 was 8.22%, compared to 8.91% for the year ended March 31, 2008. The decrease in the annualized weighted average yield resulted primarily from a reduction in the average LIBOR, due to the instability and tightening of the credit markets.

Interest income from invested cash and cash equivalents for the year ended March 31, 2009 was \$67, as compared to \$217 for the prior year period. This decrease is a result of lower interest rates offered by banks, as this income is derived mainly from interest earned on overnight sweeps of cash held at financial institutions, in addition to us using the proceeds from repayments on outstanding loans during the year to pay down our line of credit.

Other income was \$612 for the year ended March 31, 2009, as compared to \$48 for the prior year. This increase is due to the gain realized on the restructuring of Quench during August 2008, which included a cash distribution of approximately \$617, of which \$567 was recorded as other income.

**Operating Expenses**

Total operating expenses, excluding any voluntary and irrevocable credits to the base management fee, were \$14,898 for the fiscal year ended March 31, 2009, as compared to \$17,651 for the prior fiscal year, an overall decrease of \$2,753, or 15.6%. The majority of this reduction was due to a decrease in interest costs associated with our credit facility as well as a decrease in the amount of deferred finance costs that were fully amortized during the fiscal year ended March 31, 2009.

Loan servicing fees of \$5,002 were incurred for the year ended March 31, 2009, as compared to \$5,014 for the prior year. These fees were incurred in connection with a loan servicing agreement between Business Investment and our Adviser, which is based on the size of the aggregate outstanding portfolio. These fees were directly credited against the amount of the base management fee due to our Adviser. The consistency in loan servicing fees is the result of similar balances in our portfolio of loans being serviced by our Adviser during the comparable years.

The base management fee for the year ended March 31, 2009 was \$1,699, as compared to \$1,803 for the prior year. The decrease is reflective of fewer total assets held throughout the year ended March 31, 2009 when compared to the prior fiscal year. The base management fee is computed quarterly, as described under Investment Advisory and Management Agreement in Note 4 of our consolidated financial statements and is summarized in the table below:

|   | Year ended        |                   |
|---|-------------------|-------------------|
|   | March 31,<br>2009 | March 31,<br>2008 |
| <b>Base management fee</b>  | \$ 1,699          | \$ 1,803          |
| <b>Credits to base management fee from Adviser:</b>                           |                   |                   |
| Credit for fees received by Adviser from the portfolio companies              | (861)             | (1,045)           |
| Fee reduction for the waiver of 2% fee on senior syndicated loans to 0.5% (1) | (1,613)           | (1,764)           |

|   |    |         |    |         |
|---|----|---------|----|---------|
| <b>Credit to base management fee from Adviser</b> |    | (2,474) |    | (2,809) |
| <b>Net base management fee</b>                    | \$ | (775)   | \$ | (1,006) |

(1) Our Adviser voluntarily and irrevocably waived the annual 2.0% base management fee to 0.5% for senior syndicated loan participations to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations.

The administration fee was \$821 for the year ended March 31, 2009, as compared to \$855 for the prior year. This fee consists of our allocable portion of our Administrator's rent and other overhead expenses, and our allocable portion of the salaries and benefits of our chief financial officer, chief compliance officer, treasurer, and their respective staffs. Our allocable portion of expenses is derived by multiplying the percentage of our average assets (the assets at the beginning of each quarter) in comparison to the average assets of all companies managed by our Adviser that are under similar administration agreements with our Administrator. The slight decrease was attributable to a modest decrease in our total assets in relation to the other funds serviced by our Administrator during the prior year.

Table of Contents

As a result of the Subsequent Syndicated Loan Sales and the parallel decrease in the size of our average assets, and our current intention not to grow our portfolio in the near-term, we expect that the base management fee and the administration fee will decrease correspondingly.

Interest expense was \$5,349 for the year ended March 31, 2009, as compared to \$7,733 for the prior year, a decrease of \$2,384, or 30.8%. The decline was a direct result of decreased borrowings under our credit facility during the current fiscal year as compared to the prior fiscal year. While there was an increase in the interest rate margin charged on the outstanding borrowings upon renewing the facility during October 2009, the overall LIBOR base rate decrease during the period offset this interest rate margin increase.

Amortization of deferred finance costs, in connection with our credit facility with Deutsche Bank A.G., were \$323 for the year ended March 31, 2009, as compared to \$734 for the prior year. The decrease is attributable to full amortization of costs incurred in connection with the credit facility agreement during the current year. There was no fee associated with the October 2009 renewal of the credit facility. We did incur approximately \$1.2 million of financing fees directly related to our new credit facility with Branch Bank and Trust Company during March 2009. These costs have been capitalized as deferred financing fees at March 31, 2009 and will be amortized ratably over the term of the new credit facility.

Professional fees, generally consisting of legal and audit fees, were \$532 for the year ended March 31, 2009, as compared to \$416 for the prior year. The increase was due to higher audit fees as well as legal costs associated with our SEC filings and the Registration Statement on Form N-2 as well as additional legal costs related to the sale of senior syndicated loans.

Stockholder related costs were \$485 for the year ended March 31, 2009, as compared to \$268 for the prior year. Stockholder related costs include such recurring items as annual Nasdaq listing fees, transfer agent fees, annual report printing and distribution and other annual meeting costs, costs associated with SEC filings and press release costs. The increase was primarily attributable to the increase in proxy solicitation and annual report printing fees.

Insurance expense was \$222 for the year ended March 31, 2009, as compared to \$231 for the prior year. Insurance expense consists of the amortization of the directors and officers insurance policy and professional liability policy premiums and remained relatively flat over the comparable fiscal years.

Directors' fees were \$194 for the year ended March 31, 2009, as compared to \$232 for the prior year. Directors' fees consist of the amortization of the directors' annual stipend and individual meeting fees. The slight decrease is due to the timing of committee meetings and a result of fewer meetings being held in the current year.

Other expenses were \$271 for year ended March 31, 2009, as compared to \$365 for the prior year. These expenses consist of direct expenses such as non-reimbursable travel related specifically to our portfolio companies, consultant loan evaluation services for our portfolio companies, backup servicer expenses and document custody fees, as well of franchise taxes due to the state of Delaware and other fees surrounding state and regulatory licensing, registration and other corporate filing fees. The decrease in the current year from the prior year was attributed mainly to a reduction in franchise taxes and annual reporting fees.

**Realized and Unrealized (Loss) Gain on Investments**

For the year ended March 31, 2009, we recognized a net loss on ten sales and three premature exits of senior syndicated loans in the aggregate amount of \$5,023, and we recorded net unrealized depreciation of investments in the aggregate amount of \$19,814. At March 31, 2008, we recognized a net loss on the sale of 17 syndicated loans in the aggregate amount of \$2,412, and we recorded net unrealized depreciation of investments in the aggregate amount of \$11,528.

At March 31, 2009, the fair value of our investment portfolio was less than the cost basis of our portfolio by approximately \$35.0 million, as compared to \$15.2 at March 31, 2008, representing net unrealized depreciation of \$19.8 million for the year. The majority of our unrealized depreciation for the year occurred in our senior syndicated loans, which decreased in value by \$14.9 million during the fiscal year, primarily as a result of the pending consummation of the Subsequent Syndicated Loan Sales. The most significant losses occurred in Interstate Fibernet, LVI Services, Generac, CRC Health Group, PTS Acquisition Corp., and Network Solutions, all of which were sold subsequent to March 31, 2009. Our Affiliate investments also experienced an overall devaluation, driven primarily by losses on Noble Logistics and on our debt and equity portions of Quench and Danco, respectively. Slightly offsetting this was an appreciation in the value of our equity held in Quench. We valued the debt portion of bundled debt and equity investments in non-controlled companies in accordance with board approved valuation policies, which valued the debt securities through the use of a liquidity waterfall approach. Consistent with our board of directors ongoing review and analysis of appropriate valuation policies, and in conjunction with our adoption of SFAS No.157 on April 1, 2008, the board of directors modified our valuation procedures so that the debt portion of bundled investments in non-controlled companies is valued by SPSE, which change had a positive impact on net unrealized appreciation in the amount of approximately \$8.5 million for the fiscal year ended March 31, 2009. Our Control investments, however, performed quite well, appreciating in value by an aggregate of approximately \$5.6 million during the fiscal year. This increase was led by our equity positions in A. Stucki, Chase Industries and Galaxy Tools, as well

Table of Contents

as an increase in the fair market value of the debt portion of Auto Safety House, which previously had no fair value. Countering this appreciation in value was an unrealized loss in the equity of Acme Cryogenics, which depreciated in fair value by approximately \$4.1 million.

Subsequent to March 31, 2009, we sold 29 of the remaining 32 senior syndicated loans included in the Non-Control/Non-Affiliates (collectively, the Subsequent Syndicated Loan Sales ) for aggregate proceeds of approximately \$69.2 million in cash and recorded a realized loss of approximately \$34.6 million. The Subsequent Syndicated Loan Sales are included in our consolidated assets as of March 31, 2009 and were valued at their respective sale prices and were the primary cause of our increase in unrealized loss, which loss will be reflected in the results of operations for the three months ending June 30, 2009. See Note 13, Subsequent Events in the Notes to our consolidated financial statements.

We believe that our investment portfolio was valued at a depreciated value due primarily to the general instability of the loan markets. Although our investment portfolio has depreciated, our entire portfolio was fair valued at 90% of cost as of March 31, 2009. The unrealized depreciation of our investments does not have an impact on our current ability to pay distributions to stockholders; however, it may be an indication of future realized losses, which could ultimately reduce our income available for distribution. The Subsequent Syndicated Loan Sales, for example, resulted in a realized loss of approximately \$34.6 million.

**Derivatives**

We recorded unrealized depreciation of our interest rate cap agreement purchased in October 2007 and February 2008 of \$0 and \$53 for the years ended March 31, 2009 and 2008, respectively.

During May 2009, we cancelled our interest rate cap agreement with Deutsche Bank A.G. and entered into a new interest rate cap agreement for a notional amount of \$45 million that will effectively limit the interest rate on a portion of the borrowings under the Credit Facility. We incurred a premium fee of approximately \$40 in conjunction with this agreement.

**Net Decrease in Net Assets Resulting from Operations**

For the year ended March 31, 2009, we recorded a net decrease in net assets resulting from operations of \$11,449 as a result of the factors discussed above. Our net decrease in net assets resulting from operations per basic and diluted weighted average common share for the years ended March 31, 2009 and 2008 were \$0.53 and \$0.06, respectively. For the year ended March 31, 2008, we recorded a net decrease in net assets resulting from operations of \$941. We will continue to incur base management fees, which are likely to increase to the extent our investment portfolio grows, and we may begin to incur incentive fees. The administrative fee payable to our Administrator is also likely to grow during future periods to the extent our average total assets grow in comparison to prior periods and as the expenses incurred by our Administrator to support our operations increase.

*COMPARISON OF THE FISCAL YEARS ENDED MARCH 31, 2008 AND MARCH 31, 2007*

## Investment Income

Investment income for the year ended March 31, 2008 was \$27,894, as compared to \$17,262 for the year ended March 31, 2007.

Interest income from our investments in debt securities of private companies was \$27,629 for the year ended March 31, 2008, as compared to \$15,594 for the prior year, representing an increase of \$12,035, or 77% over the prior year. This increase was due to a significant number of additions to our investment portfolio for the year ended March 31, 2008, at which time the average cost basis of our interest-bearing investment portfolio was \$292.9 million, as compared to \$185.7 million in the prior year. This is also reflected in our weighted average yield on our portfolio investments, excluding cash and cash equivalents, which was 8.91% for the year ended March 31, 2008, as compared to 8.72% for the prior year.

Interest income from Non-Control/Non-Affiliate investments was \$14,575 for the year ended March 31, 2008, as compared to \$9,572 for the prior year. This increase was the result of approximately \$27.8 million of additional Non-Control/Non-Affiliate investments made during the year ended March 31, 2008.

Interest income from Control investments was \$10,768 for the year ended March 31, 2008, as compared to \$5,486 for the prior year. This increase is mainly attributable to the purchase of one additional Control investment during the year ended March 31, 2008, as well as the two prior year purchases being held and earning income for an entire year.

Table of Contents

Interest income from Affiliate investments was \$2,286 for the year ended March 31, 2008, as compared to \$536 for the prior year. The increase of \$1,750 was a result of two new Affiliate investments made during the year ending March 31, 2008, in addition to the prior year purchase being held and earning income for an entire year.

The following table lists the interest income from investments for the five largest portfolio companies during the respective periods:

**Year ended March 31, 2008**

| <b>Company</b>               | <b>Interest<br/>Income</b> | <b>% of<br/>Total</b> |
|------------------------------|----------------------------|-----------------------|
| A. Stucki Holding Corp.      | \$ 3,377                   | 12.2%                 |
| Chase II Holdings Corp.      | 3,017                      | 10.9%                 |
| Acme Cryogenics, Inc.        | 1,695                      | 6.2%                  |
| Noble Logistics, Inc.        | 1,518                      | 5.5%                  |
| Quench Holdings Corp.        | 1,494                      | 5.4%                  |
| <b>Subtotal</b>              | <b>\$ 11,101</b>           | <b>40.2%</b>          |
| Other companies              | 16,528                     | 59.8%                 |
| <b>Total interest income</b> | <b>\$ 27,629</b>           | <b>100.0%</b>         |

**Year ended March 31, 2007**

| <b>Company</b>                  | <b>Interest<br/>Income</b> | <b>% of<br/>Total</b> |
|---------------------------------|----------------------------|-----------------------|
| Chase II Holdings Corp.         | \$ 3,063                   | 5.4%                  |
| Quench Holdings Corp.           | 1,405                      | 5.4%                  |
| US Investigative Services, Inc. | 833                        | 3.8%                  |
| Graham Packaging Holding Co.    | 809                        | 3.7%                  |
| Sungard Data Systems            | 713                        | 3.7%                  |
| <b>Subtotal</b>                 | <b>\$ 6,823</b>            | <b>22.0%</b>          |
| Other companies                 | 8,771                      | 78.0%                 |
| <b>Total interest income</b>    | <b>\$ 15,594</b>           | <b>100.0%</b>         |

Interest income from invested cash and cash equivalents for the year ended March 31, 2008 was \$217, as compared to \$1,662 for the prior year period. This decrease is the result of having less cash on hand in our interest bearing accounts during the year ended March 31, 2008, as we had fully invested the proceeds from our initial public offering and used the majority of the proceeds from sales and repayments on outstanding loans to pay down our line of credit.

Other income was \$48 for the year ended March 31, 2008, as compared to \$6 for the prior year. Other income is comprised of loan amendment fees that are amortized over the remaining lives of the respective loans and other miscellaneous income amounts. The increase is directly related to additional amendment fees received during the year ended March 31, 2008.



**Operating Expenses**

Total operating expenses, excluding any voluntary and irrevocable credits to the base management fee, were \$17,651 for the year ended March 31, 2008, as compared to \$6,992 for the prior year. The majority of this change was due to significant increases experienced in the loan servicing fee, interest expense, and amortization of deferred finance costs, all discussed below.

Loan servicing fees of \$5,014 were incurred for the year ended March 31, 2008, as compared to \$1,569 for the prior year. These fees were incurred in connection with a loan servicing agreement between Business Investment and our Adviser, which is based on the size of the aggregate outstanding portfolio. These fees were directly credited against the amount of the base management fee due to our Adviser. The increase in loan servicing fees is the result of an increase in our portfolio of loans being serviced by our Adviser during the year ended March 31, 2008, as compared to the prior year.

The base management fee for the year ended March 31, 2008 was \$1,803, as compared to \$2,413 for the prior year. The decrease in our base management fee results from the increase in loan servicing fees, which served as a reduction to the overall base management fee. The base management fee is computed quarterly, as described under "Investment Advisory and Management Agreement" in Note 4 of the accompanying consolidated financial statements and is summarized in the table below:

|   | March 31,<br>2008 | Year ended | March 31,<br>2007 |
|---|-------------------|------------|-------------------|
| <b>Base management fee</b>  | \$ 1,803          |            | \$ 2,413          |
| Credits to base management fee from Adviser:                                  |                   |            |                   |
| Credit for fees received by Adviser from the portfolio companies              | (1,045)           |            | (878)             |
| Fee reduction for the waiver of 2% fee on senior syndicated loans to 0.5% (1) | (1,764)           |            |                   |
| <b>Credit to base management fee from Adviser</b>                             | <b>(2,809)</b>    |            | <b>(878)</b>      |
| <b>Net base management fee</b>  | <b>\$ (1,006)</b> |            | <b>\$ (1,535)</b> |

Table of Contents

---

(1) Our Adviser voluntarily waived the annual 2.0% base management fee to 0.5% for senior syndicated loan participations to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations.

Administration fees payable to our Administrator were \$855 for the year ended March 31, 2008, as compared to \$527 for the prior year. This fee consists of our allocable portion of our Administrator's rent and other overhead expenses, and our allocable portion of the salaries and benefits of our chief financial officer, chief compliance officer, treasurer, and their respective staffs. Our allocable portion of expenses is derived by multiplying the total expenses by the percentage of our average assets (the assets at the beginning of each quarter) in comparison to the average assets of all companies managed by our Adviser that are under similar administration agreements with our Administrator. This increase is mainly attributable to the personnel growth of our Administrator, as well as an increase in the general overhead expenses incurred by our Administrator, partly on our behalf.

Interest expense was \$7,733 for the year ended March 31, 2008, as compared to \$608 for the prior year. The increase was directly attributable to the increase in borrowings under our credit facility to fund our investment activity during fiscal year 2008, whereas in the prior year we had a minimal draw on the credit facility, and it was only outstanding for six months.

Amortization of deferred financing fees was \$734 for the year ended March 31, 2008, as compared to \$234 for the prior year. The increase was due to the amortization of a full year of deferred financing fees associated with the October 2007 renewal of our credit facility for the year ended March 31, 2008, as opposed to only six months of amortization in the prior year.

Professional fees, consisting mainly of legal fees and accounting and audit fees, were \$416 for the year ended March 31, 2008, as compared to \$586 for the prior year. The decrease is mainly related to the timing of our general audit accruals and the initial capitalization and amortization of expenses related to our shelf registration statement on Form N-2.

Stockholder related costs remained relatively flat during the comparable periods at \$268 for the year ended March 31, 2008, compared to \$273 for the prior year. Stockholder related costs consist of annual Nasdaq listing fees, transfer agent fees, annual report printing and distribution and other annual meeting costs, costs associated with SEC filings and press release costs.

Insurance expense was \$231 for the year ended March 31, 2008, as compared to \$262 for the prior year. Insurance expense consists of the amortization of the directors and officers insurance policy and professional liability policy premiums. The decrease was due to a reduction in the premiums for directors and officers' insurance for the policy period during fiscal year 2008.

Directors' fees were \$232 for the year ended March 31, 2008, as compared to \$208 for the prior year. Directors' fees consist of the amortization of the directors' annual stipend and individual meeting fees. The slight decrease is due to the timing of committee meetings and is a result of fewer meetings being held in the current quarter.

Other expenses were \$365 for year ended March 31, 2008, as compared to \$312 for the prior year. These expenses consist of direct expenses such as travel related specifically to our portfolio companies, loan evaluation services for our portfolio companies, backup servicer expenses, as

well of franchise taxes due to the state of Delaware and other fees surrounding state and regulatory licensing, registration and other corporate filing fees. The increase is primarily due to additional direct expenses incurred in relation to the growth of our overall investment portfolio size.

**Realized and Unrealized (Loss) Gain on Investments**

For the year ended March 31, 2008, we recognized a net loss on the sale of 17 loan participations in the aggregate amount of \$2,412, and we recorded net unrealized depreciation of investments in the aggregate amount of \$11,528. At March 31, 2007, we recognized a net loss on the sale of nine loan participations in the aggregate amount of \$94, and we recorded net unrealized depreciation of investments in the aggregate amount of \$3,785. The increase in realized losses is attributable to the need that we experienced in the year ended March 31, 2008 for liquidity to invest in potentially higher yielding investments, which caused us to sell certain loan participations.

At March 31, 2008, the fair value of our investment portfolio was less than the cost basis of our portfolio by \$15.2 million, as compared to \$3.7 million at March 31, 2007, representing net unrealized depreciation of approximately \$11.5 million for the fiscal year. The decline in the fair value of our investment portfolio during the fiscal year ended March 31, 2008 was due to devaluations in our senior syndicated loan participations, as our Non-Control/Non-Affiliates experienced a \$23.3 million

Table of Contents

unrealized loss over the year ended March 31, 2008. This loss was partially offset by unrealized gains in our Control and Affiliate investments, which increased \$11.8 million in aggregate.

Although our investment portfolio had depreciated, our entire portfolio was fair valued at 96% of the cost of the investments as of March 31, 2008. We believe that the depreciation is due primarily to the general instability of the loan markets. The unrealized depreciation of our investments does not have an impact on our current ability to pay distributions to stockholders; however, it may be an indication of future realized losses, which could ultimately reduce our income available for distribution.

**Derivatives**

At March 31, 2008, we recorded net unrealized depreciation of \$53 due to a decrease in the fair market value of our interest rate cap agreement purchased in October 2007 and February 2008.

**Net (Decrease) Increase in Net Assets Resulting from Operations**

At March 31, 2008, we realized a net decrease in net assets resulting from operations of \$941 as a result of the factors discussed above. Our net (decrease) increase in net assets from operations per basic and diluted weighted average common share for the years ended March 31, 2008 and 2007 were (\$0.06) and \$0.44, respectively. For the year ended March 31, 2007, we recorded a net increase in net assets resulting from operations of \$7.3 million. We will continue to incur base management fees, which are likely to increase to the extent that our investment portfolio grows, and we may begin to incur incentive fees. Our administrative expenses payable to our Administrator are also likely to grow during future periods to the extent that our average total assets grow in comparison to prior periods and as the expenses incurred by our Administrator to support our operations increase.

**LIQUIDITY AND CAPITAL RESOURCES (dollar amounts in thousands, except per share amounts or unless otherwise indicated)**

**Operating Activities**

At March 31, 2009, we had investments in equity of, loans to, or syndicated participations in, 46 private companies with a cost basis totaling approximately \$348.9 million. At March 31, 2008, we had investments in equity of, loans to or syndicated participations in 52 private companies with a cost basis totaling approximately \$350.8 million. At March 31, 2007, we had investments in equity of or loans to or syndicated participations in 47 private companies with a cost basis totaling approximately \$274.6 million.

During the years ended March 31, 2009, 2008 and 2007, the following investment activity occurred during each quarter of the respective fiscal year:

| Quarter Ended          | New<br>Investments (1) | Principal<br>Repayments (2) | Investments<br>Sold (3) | Net (Loss) Gain<br>on Disposal |
|------------------------|------------------------|-----------------------------|-------------------------|--------------------------------|
| June 30, 2008          | \$ 8,980               | \$ 3,493                    | \$ 13,227               | \$ (1,718)                     |
| September 30, 2008     | 27,632                 | 18,841                      |                         | (2,498)                        |
| December 31, 2008      | 11,043                 | 4,469                       |                         |                                |
| March 31, 2009         | 5,347*                 | 9,068*                      | 687                     | (807)                          |
| Total fiscal year 2009 | \$ 53,002              | \$ 35,871                   | \$ 13,914               | \$ (5,023)                     |
| June 30, 2007          | \$ 72,601              | \$ 21,358                   | \$ 5,809                | \$ (48)                        |
| September 30, 2007     | 41,183                 | 16,948                      |                         | (4)                            |
| December 31, 2007      | 43,551                 | 21,417                      | 9,887                   | (146)                          |
| March 31, 2008         | 17,920                 | 4,517                       | 16,501                  | (2,214)                        |
| Total fiscal year 2008 | \$ 175,255             | \$ 64,240                   | \$ 32,197               | \$ (2,412)                     |
| June 30, 2006          | \$ 33,666              | \$ 874                      | \$ 15,552               | \$ 3                           |
| September 30, 2006     | 15,812                 | 5,964                       | 997                     | (2)                            |
| December 31, 2006      | 69,373                 | 3,610                       | 3,041                   | (2)                            |
| March 31, 2007         | 64,102                 | 19,974                      | 11,154                  | (93)                           |
| Total fiscal year 2007 | \$ 182,953             | \$ 30,422                   | \$ 30,744               | \$ (94)                        |

---

\* Includes a non-cash assumption of \$3,043 worth of senior notes received from American Greetings Corporation for our agreement to the RPG bankruptcy settlement in which we received the aforementioned notes and \$909 in cash and recognized a loss on the settlement of approximately \$601.

Table of Contents

Subsequent to March 31, 2009, we sold 29 of the 32 senior syndicated loans that were held in our portfolio of investments at March 31, 2009. The loans, in aggregate, had a cost value of approximately \$104.2 million, or 29.9% of the cost value of our total investments, and an aggregate fair market value of approximately \$69.8 million, or 22.2% of the fair market value of our total investments, at March 31, 2009. As a result of the Subsequent Syndicated Loan Sales, as of May 29, 2009, we had investments in equity of, loans to, or syndicated participations in, 17 private companies with a cost basis totaling approximately \$239.7 million.

**(1) New Investments****Year Ended March 31, 2009**

During the year ended March 31, 2009, we extended, either directly or through participations, \$44.7 million of investments to five new portfolio companies and \$8.3 million of investments to existing portfolio companies through revolver draws, additions of new notes or equity infusions, for total new investments of \$53.0 million. The originations of loans to new portfolio companies by quarter were as follows:

| Quarter ended      | Investments     | Companies | Description  |
|--------------------|-----------------|-----------|--|
| June 30, 2008      | \$ 5.8 million  | 1         | Tread Corporation  |
| September 30, 2008 | 25.2 million    | 2         | Galaxy Tool Corp. and A. Stucki (Alco Springs acquisition) |
| December 31, 2008  | 10.7 million    | 1         | Country Club Enterprises LLC                               |
| March 31, 2009     | 3.0 million     | 1         | American Greetings Corporation (through RPG settlement)    |
| Total              | \$ 44.7 million | 5         |  |

**Year Ended March 31, 2008**

During the year ended March 31, 2008, we extended, either directly or through participations, \$129.1 million of investments to 23 new portfolio companies and \$46.2 million of investments to existing portfolio companies through revolver draws, additions of new notes or equity infusions, for total new investments of \$175.3 million. The investments of loans to new portfolio companies by quarter were as follows:

| Quarter ended      | Investments      | Companies | Description   |
|--------------------|------------------|-----------|---|
| June 30, 2007      | \$ 56.7 million  | 14        | B-Dry LLC and thirteen syndicated loans                     |
| September 30, 2007 | 24.3 million     | 6         | Senior debt disbursed to six different syndicated borrowers |
| December 31, 2007  | 37.5 million     | 2         | Danco Acquisition and Cavert II Holdings                    |
| March 31, 2008     | 10.6 million     | 1         | Mathey Investments, Inc.                                    |
| Total              | \$ 129.1 million | 23        |   |

**Year Ended March 31, 2007**

During the year ended March 31, 2007, we extended, either directly or through participations, \$136.9 million of investments to 36 new portfolio companies and \$46.1 million of investments to existing portfolio companies through revolver draws, additions of new notes or equity infusions, for total new investments of \$183.0 million. The investments of loans to new portfolio companies by quarter were as follows:

Subsequent to March 31, 2009, we sold 29 of the 32 senior syndicated loans that were held in our portfolio of investments

| <b>Quarter ended</b> | <b>Investments</b> | <b>Companies</b> | <b>Description</b>  |
|----------------------|--------------------|------------------|---|
| June 30, 2006        | \$ 19.6 million    | 8                | Senior debt disbursed to eight different syndicated borrowers   |
| September 30, 2006   | 12.5 million       | 7                | Senior debt disbursed to seven different syndicated borrowers   |
| December 31, 2006    | 63.7 million       | 15               | Noble Logistics, Acme Cryogenics, and thirteen syndicated loans |
| March 31, 2007       | 41.1 million       | 6                | A. Stucki Holding and five syndicated loans                     |
| Total                | \$ 136.9 million   | 36               |   |

Table of Contents

Our last investment in a new portfolio company was in November 2008. In light of current economic conditions, limited borrowings available under our Credit Facility, constraints on our ability to access the capital markets and the restraints upon our investing activities required in order to maintain RIC status, our near-term strategy depends on retaining capital and building the value of our existing portfolio companies. We will also, where prudent and possible, consider the sale of lower-yielding investments. This strategy has resulted, and may continue to result, in significantly reduced investment activity, as our ability to make new investments under these conditions is largely dependent on availability of proceeds from the sale or exit of existing portfolio investments, which events may be beyond our control and our ability to satisfy the asset diversification test under the Code. As our capital constraints and asset diversification improve, we intend to continue our strategy of making conservative investments in businesses that we believe will weather the current economy and that are likely to produce attractive long-term returns for our stockholders.

**(2) Principal Repayments****Year Ended March 31, 2009**

During the year ended March 31, 2009, one borrower made payment in full ahead of contractual maturity, two borrowers made partial payoffs commensurate with exit/settlement agreements, and one borrower made partial payment upon restructuring for an aggregate of \$17.5 million. The payments received in full ahead of contractual maturity, syndicate loan payoff and unscheduled partial payoffs by quarter were as follows:

| Quarter ended      | Repayments      | Companies | Description   |
|--------------------|-----------------|-----------|---|
| June 30, 2008      | \$              |           | N/A   |
| September 30, 2008 | 13.5 million    | 3         | Lexicon (partial repayment upon exit), Hudson (repaid in full ahead of maturity) and Quench (repaid in full ahead of maturity and restructured) |
| December 31, 2008  |                 |           | N/A   |
| March 31, 2009     | 4.0 million     | 1         | RPG settlement and acquisition of AMG notes   |
| Total              | \$ 17.5 million | 4         |   |

We also experienced contractual amortization, revolver repayments and some principal payments received ahead of schedule in aggregate amount of \$18.4 million, for total principal repayments of \$35.9 million.

**Year Ended March 31, 2008**

During the year ended March 31, 2008, seven borrowers made payments in full ahead of contractual maturity for an aggregate of \$36.7 million. The payments received in full ahead of contractual maturity, refinancing and syndicate loan payoffs by quarter were as follows:

| Quarter ended      | Repayments      | Companies | Description   |
|--------------------|-----------------|-----------|---|
| June 30, 2007      | \$ 16.1 million | 4         | Patriot, Madison River, Dresser and Maidenform (repaid in full ahead of maturity) |
| September 30, 2007 | 10.8 million    | 1         | USIS (repaid in full ahead of maturity)   |
| December 31, 2007  | 9.8 million     | 2         | ACS Media and U.S. Silica (repaid in full ahead of maturity)                      |
| March 31, 2008     |                 |           | N/A   |
| Total              | \$ 36.7 million | 7         |   |



## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

We also experienced contractual amortization, revolver repayments and some principal payments received ahead of schedule in aggregate amount of \$27.5 million, for total principal repayments of \$64.2 million.

### **Year Ended March 31, 2007**

During the year ended March 31, 2007, six borrowers made payments in full ahead of contractual maturity for an aggregate of \$26.2 million. The payments received in full ahead of contractual maturity and syndicate loan payoffs by quarter were as follows:

| <b>Quarter ended</b> | <b>Repayments</b>      | <b>Companies</b> | <b>Description</b>  |
|----------------------|------------------------|------------------|---|
| June 30, 2006        | \$                     |                  | N/A   |
| September 30, 2006   | 5.0 million            | 2                | Tex Star Op and Fresh Start (repaid in full ahead of maturity)                    |
| December 31, 2006    | 2.2 million            | 1                | MedAssets (repaid in full ahead of maturity)                                      |
| March 31, 2007       | 19.0 million           | 3                | WastEquip, Brock Holdings and Graham Packaging (repaid in full ahead of maturity) |
| <b>Total</b>         | <b>\$ 26.2 million</b> | <b>6</b>         |   |

We also experienced contractual amortization, revolver repayments and some principal payments received ahead of schedule in aggregate amount of \$4.2 million, for total principal repayments of \$30.4 million.

Table of Contents**(3) Investments Sold****Year Ended March 31, 2009**

During the year ended March 31, 2009, we sold, either partially or in full, ten different syndicated loans for aggregate proceeds of \$13.9 million. The sales by quarter were as follows:

| Quarter ended      | Sales           | Companies | Description  |
|--------------------|-----------------|-----------|--|
| June 30, 2008      | \$ 13.2 million | 9         | Full and partial sales of nine different syndicated loans. |
| September 30, 2008 |                 |           | N/A  |
| December 31, 2008  |                 |           | N/A  |
| March 31, 2009     | 0.7 million     | 1         | Sale of Hargray  |
| Total              | \$ 13.9 million | 10        |  |

As discussed elsewhere in this report, subsequent to March 31, 2009, we sold 29 of the 32 senior syndicated loans that were held in our portfolio of investments at March 31, 2009. The loans, in aggregate, had a cost value of approximately \$104.2 million, or 29.9% of the cost value of our total investments, and an aggregate fair market value of approximately \$69.8 million, or 22.2% of the fair market value of our total investments, at March 31, 2009.

**Year Ended March 31, 2008**

During the year ended March 31, 2008, we sold, either partially or in full, sixteen different syndicated loans for aggregate proceeds of \$32.2 million. The sales by quarter were as follows:

| Quarter ended      | Sales           | Companies | Description  |
|--------------------|-----------------|-----------|--|
| June 30, 2007      | \$ 5.8 million  | 4         | Sales of Aramak, Latham, Nutro and Central Parking       |
| September 30, 2007 |                 |           | N/A  |
| December 31, 2007  | 9.9 million     | 2         | Partial sales of Graham Packaging and West Corp.         |
| March 31, 2008     | 16.5 million    | 10        | Full and partial sales of ten different syndicated loans |
| Total              | \$ 32.2 million | 16        |  |

**Year Ended March 31, 2007**

During the year ended March 31, 2007, we sold, either partially or in full, nine different syndicated loans and common equity in one proprietary investment for aggregate proceeds of \$30.7 million. The sales by quarter were as follows:

| Quarter ended      | Sales           | Companies | Description                                     |
|--------------------|-----------------|-----------|---|
| June 30, 2006      | \$ 15.5 million | 4         | Sales of Revere, Burlington, Le Natures and ECI |
| September 30, 2006 | 1.0 million     | 1         | Sale of Hertz                                   |
| December 31, 2006  | 3.0 million     | 2         | Sale of Latham (partial) and Fresh Start        |
| March 31, 2007     | 11.2 million    | 3         | Sales of BMS, Sungard and Acme common equity    |
| Total              | \$ 30.7 million | 10        |   |

As discussed elsewhere in this report, subsequent to March 31, 2009, we sold 29 of the 32 senior syndicated loans

The following table summarizes the contractual principal repayment and maturity of our investment portfolio by fiscal year, assuming no voluntary prepayments, at March 31, 2009.

| Fiscal Year Ending March 31,   | Amount            |
|--|-------------------|
| 2010   | \$ 12,057         |
| 2011   | 27,054            |
| 2012   | 53,180            |
| 2013   | 14,941            |
| 2014   | 74,228            |
| Thereafter   | 18,352            |
| <b>Total Contractual Repayments</b> (including the impact of the Subsequent Syndicated Loan Sales) | <b>\$ 199,812</b> |
| Investment in equity securities  | 45,322            |
| Unamortized premiums on debt securities  | 39                |
| Principal of Subsequent Syndicated Loan Sales  | 103,772           |
| <b>Total investments held at March 31, 2009</b>  | <b>\$ 348,945</b> |

Table of Contents

**Operating Activities**

Net cash provided by operating activities for the year ended March 31, 2009 was approximately \$13.0 million and consisted primarily of principal loan repayments, the sale of existing portfolio investments and net unrealized depreciation of our investments. These cash inflows were partially offset by the purchases of two new Control investments, one new Affiliate investment and other disbursements to existing portfolio companies. For the year ended March 31, 2008, net cash used in operating activities was approximately \$57.4 million and consisted primarily of the purchase of two new Control investments, one new Affiliate investment and other disbursements to existing portfolio companies, partially offset by principal loan repayments, proceeds from sales of portfolio investments and a decrease in the amount due from our custodian. Net cash used in operating activities for the year ended March 31, 2007 was approximately \$122.7 million and consisted primarily of the purchase of an aggregate of approximately \$35.0 million of Non-Control/Non-Affiliate investments in syndicated loans, two Affiliate investments and one new Control investment, partially offset by principal loan repayments and proceeds from sales of portfolio investments.

**Financing Activities**

Net cash used in financing activities for the fiscal year ended March 31, 2009 was approximately \$15.1 million, which was primarily a result of repayments on our line of credit in excess of borrowings by approximately \$34.6 million, in addition to our distributions paid to stockholders of \$20.8 million. This was partially offset, however, by the Rights Offering (defined below), which provided net proceeds of \$40.6 million.

Net cash provided by financing activities for the fiscal year ended March 31, 2008 was approximately \$29.0 million, which was primarily a result of borrowings on our line of credit in excess of repayments by approximately \$44.8 million. This was partially offset, however, by distributions paid to our stockholders of \$15.4 million.

Net cash provided by financing activities for the fiscal year ended March 31, 2007 was approximately \$84.8 million, which was primarily a result of borrowings on our line of credit in excess of repayments by approximately \$100.0 million. This was partially offset, however, by distributions paid to our stockholders of \$14.2 million.

**Distributions**

In order to qualify as a RIC and to avoid corporate level tax on the income we distribute to our stockholders, we are required, under Subchapter M of the Code, to distribute at least 90% of our ordinary income and short-term capital gains to our stockholders on an annual basis. In accordance with these requirements, we declared and paid monthly cash distributions of \$0.08 per common share during each month of the fiscal year ended March 31, 2009. We declared and paid monthly distributions of \$0.07 per common share for each month from April 2006 through December 2006, \$0.075 per common share for each month from January 2007 to September 2007, and \$0.08 per common share for each month from October 2007 through March 2008.

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

For the year ended March 31, 2009, our distribution payments of approximately \$20.8 million exceeded our net investment income by approximately \$7.4 million. We declared these distributions based on our estimates of net investment income for the fiscal year. Our investment pace continued to be slower than expected in our third full year of operations and, consequently, our net investment income was lower than our original estimates. A portion of the distributions declared during fiscal year 2009 was treated as a return of capital to our stockholders.

## Table of Contents

In connection with our negotiation of the Credit Facility, our Board of Directors decreased, by 50% from the prior three-month period, the amount of our monthly cash distributions and declared distributions of \$0.04 per common share for each of the months of April, May and June of 2009.

## **Issuance of Equity**

During fiscal year 2007, we filed a registration statement with the SEC (the Registration Statement ) that permits us to issue, through one or more transactions, up to an aggregate of \$300 million in securities, consisting of common stock, preferred stock, subscription rights and/or debt securities, of which, to date, we have issued \$41.3 million in common stock, which leaves a remaining capacity of \$258.7 million. To date, we have incurred approximately \$728 of costs in connection with the Registration Statement.

We anticipate issuing equity securities to obtain additional capital in the future. However, we cannot determine the terms of any future equity issuances or whether we will be able to issue equity on terms favorable to us, or at all. Additionally, when our common stock is trading below net asset value, we will have regulatory constraints under the 1940 Act on our ability to obtain additional capital in this manner. At March 31, 2009, our stock closed trading at \$3.82, representing a 60.7% discount to our net asset value of \$9.73 per share. Generally, the 1940 Act provides that we may not issue stock for a price below net asset value per share, without first obtaining the approval of our stockholders and our independent directors or through a rights offering.

We raised additional capital within these regulatory constraints in April 2008 through an offering of transferable subscription rights to purchase additional shares of common stock (the Rights Offering ). Pursuant to the Rights Offering, we sold 5,520,033 shares of our common stock at a subscription price of \$7.48 per share, which represented a purchase price equal to 93% of the weighted average closing price of our stock in the last five trading days of the subscription period. Net proceeds of the offering, after offering expenses borne by us, were approximately \$40.6 million and were used to repay outstanding borrowings under our line of credit. Should our common stock continue to trade below its net asset value per share, we may seek to conduct similar offerings in the future in order to raise additional capital, although there can be no assurance that we will be successful in our efforts to raise capital.

## **Future Capital Resources**

During our 2008 annual stockholders meeting, our stockholders approved a proposal that allows us to issue long-term rights, including warrants to purchase shares of our common stock at an exercise price per share that will not be less than the greater of the market value or net asset value of our common stock at a time such rights may be issued. Our stockholders also approved a proposal that allows us to sell shares of our common stock at a price below our then current net asset value per share should we choose to do so. This proposal is in effect until our next annual stockholders meeting.

## **New Revolving Credit Facility**

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

On April 14, 2009, we entered into the Credit Facility, providing for a \$50.0 million revolving line of credit arranged by BB&T as administrative agent, replacing Deutsche Bank, A.G. who served as administrative agent under our prior credit facility. Key Equipment Finance Company Inc. also joined the Credit Facility as a committed lender. In connection with our entry into the Credit Facility, we borrowed \$43.8 million under the Credit Facility to repay in full all amounts outstanding under the prior credit agreement. The Credit Facility may be expanded up to \$125.0 million through the addition of other committed lenders to the facility. The Credit Facility matures on April 14, 2010 and, if the facility is not renewed or extended by this date, all unpaid principal and interest will be due and payable within one year of maturity. Advances under the Credit Facility will generally bear interest at the 30 day LIBOR rate (subject to a minimum rate of 2%), plus 5% per annum, with a commitment fee of 0.75% per annum on undrawn amounts.

Interest is payable monthly during the term of the Credit Facility. Principal is payable after April 14, 2010 through maturity out of all of our collections of principal from our loans. Available borrowings are subject to various constraints imposed under the Credit Facility, based on the aggregate loan balance pledged by Business Investment, which varies as loans are added and repaid, regardless of whether such repayments are early prepayment or are made as contractually required.

The Credit Facility contains covenants that require Business Investment to maintain its status as a separate entity, prohibit certain significant corporate transactions (such as mergers, consolidations, liquidations or dissolutions) and restrict material changes to our credit and collection policies. The Credit Facility also restricts some of the terms and provisions (including interest rates, terms to maturity and payments schedules) and limits the borrower and industry concentrations of loans that are

Table of Contents

eligible to secure advances as well as limits on payments of distributions. As of May 29, 2009, Business Investment was in compliance with all of the facility covenants. As of May 29, 2009 there was \$29.7 million of borrowings outstanding on the Credit Facility at an interest rate of approximately 7.0%, and the remaining borrowing capacity under the Credit Facility was approximately \$17.5 million.

During May 2009, we cancelled our interest rate cap agreement with Deutsche Bank A.G. and entered into a new interest rate cap agreement for a notional amount of \$45 million that will effectively limit the interest rate on a portion of the borrowings under the Credit Facility. We incurred a premium fee of approximately \$40 in conjunction with this agreement.

The administrative agent also requires that any interest or principal payments on pledged loans be remitted directly by the borrower into a lockbox account with The Bank of New York Mellon Trust Company, N.A as custodian. BB&T is also the trustee of the account and once a month remits the collected funds to us. At May 29, 2009, the amount due from the custodian was approximately \$867.

The Adviser services the loans pledged under the Credit Facility. As a condition to this servicing arrangement, we executed a performance guaranty pursuant to which it guaranteed that the Adviser would comply fully with all of its obligations under the Credit Facility. The loan documents require us to maintain a minimum net worth of \$169 million plus 50% of all equity and subordinated debt raised after April 14, 2009 and to maintain asset coverage with respect to senior securities representing indebtedness of at least 200%, in accordance with Section 18 of the 1940 Act. As of May 29, 2009, we were in compliance with the covenants under the performance guaranty.

Our continued compliance with these covenants, however, depends on many factors, some of which are beyond our control. In particular, depreciation in the valuation of our assets, which valuation is subject to changing market conditions that are presently very volatile, affects our ability to comply with these covenants. During the fiscal year ended March 31, 2009, net unrealized depreciation on our investments was approximately \$19.8 million, compared to \$11.5 million during the prior fiscal year. Given the continued deterioration in the capital markets, net unrealized depreciation in our portfolio may continue to increase in future periods and threaten our ability to comply with the covenants under our Credit Facility. Accordingly, there are no assurances that we will continue to comply with these covenants. Failure to comply with these covenants would result in a default which, if we were unable to obtain a waiver from the lenders, could accelerate our repayment obligations under the Credit Facility and thereby have a material adverse impact on our liquidity, financial condition, results of operations and ability to pay distributions as more fully described below.

The Credit Facility matures on April 14, 2010, and, if the facility is not renewed or extended by this date, all unpaid principal and interest will be due and payable within one year of maturity. There can be no guarantee that we will be able to renew, extend or replace the Credit Facility on terms that are favorable to us, or at all. Our ability to obtain replacement financing will be constrained by current economic conditions affecting the credit markets, which have significantly deteriorated over the last several months and may decline further. Consequently, any renewal, extension or refinancing of the Credit Facility will likely result in significantly higher interest rates and related charges and may impose significant restrictions on the use of borrowed funds with regard to our ability to fund investments or maintain distributions. For instance, in connection with the recent establishment of our new credit facility, the size of the line was reduced from \$125.0 million under our prior facility to \$50.0 million under our new credit facility and Deutsche Bank A.G., who was a committed lender our prior credit facility elected not to participate in the new facility and withdrew its commitment. If we are not able to renew, extend or refinance the Credit Facility, this would likely have a material adverse effect on our liquidity and ability to fund new investments or pay distributions to our stockholders. Our inability to pay distributions could result in us failing to qualify as a RIC. Consequently, any income or gains could become taxable at corporate rates. If we are unable to secure replacement financing, we may be forced to sell certain assets on disadvantageous terms, which may result in realized losses such as those recently recorded in connection with the Subsequent Syndicated Loan Sales, which resulted in a realized loss of approximately \$34.6 million during the quarter ending June 30, 2009. Such realized losses could materially exceed the amount of any unrealized depreciation on these assets as of our most recent balance sheet date, which would have a material adverse effect on our results of operations. In addition to selling assets, or as an alternative, we may issue equity in order to repay amounts outstanding under the Credit



Facility. Based on the recent trading prices of our stock, such an equity offering may have a substantial dilutive impact on our existing stockholders' interest in our earnings and assets and voting interest in us.

#### **Contractual Obligations and Off-Balance Sheet Arrangements**

We were not a party to any signed term sheets for potential investments as of March 31, 2009. In October 2008, the Company executed a guaranty of a vehicle finance facility agreement between Ford Motor Credit Company ( FMC ) and Auto Safety House, LLC ( ASH ), one of our Control investments (the Finance Facility ). The Finance Facility provides ASH with a line of credit of up to \$500 for component Ford parts used by ASH to build truck bodies under a separate

Table of Contents

contract. Title and ownership of the parts is retained by Ford. The guaranty of the Finance Facility will expire upon termination of the separate parts supply contract with Ford or upon our replacement as guarantor. The Finance Facility is secured by all of the assets of Business Investment. As of March 31, 2009, we have not been required to make any payments on the guaranty of the Finance Facility.

**Critical Accounting Policies**

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States ( GAAP ) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the period reported. Actual results could differ materially from those estimates. We have identified our investment valuation process as our most critical accounting policy.

***Investment Valuation***

The most significant estimate inherent in the preparation of our condensed consolidated financial statements is the valuation of investments and the related amounts of unrealized appreciation and depreciation of investments recorded.

*General Valuation Policy:* We value our investments in accordance with the requirements of the 1940 Act. As discussed more fully below, we value securities for which market quotations are readily available and reliable at their market value. We value all other securities and assets at fair value as determined in good faith by our Board of Directors.

In September 2006, the Financial Accounting Standards Board issued *Statement of Financial Accounting Standards No. 157 Fair Value Measurements* ( SFAS No. 157 ), which, for financial assets, is effective for fiscal years beginning after November 15, 2007, with early adoption permitted. We adopted SFAS No. 157 on April 1, 2008. In part, SFAS No. 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. The new standard provides a consistent definition of fair value that focuses on exit price in the principal, or most advantageous, market and prioritizes, within a measurement of fair value, the use of market-based inputs over entity-specific inputs. The standard also establishes the following three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 inputs are in those markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers; and

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs are those inputs that reflect the Company's own assumptions that market participants would use to price the asset or liability based upon the best available information.

See Note 3, Investments in our Notes to the consolidated financial statements for additional information regarding fair value measurements and our adoption of SFAS No. 157.

We use generally accepted valuation techniques to value our portfolio unless we have specific information about the value of an investment to determine otherwise. From time to time we may accept an appraisal of a business in which we hold securities. These appraisals are expensive and occur infrequently but provide a third-party valuation opinion that may differ in results, techniques and scopes used to value our investments. When these specific third-party appraisals are engaged or accepted, we would use such appraisals to value the investment we have in that business if we determined that the appraisals were the best estimate of fair value.

In determining the value of our investments, our Adviser has established an investment valuation policy (the Policy). The Policy has been approved by our Board of Directors, and each quarter the Board of Directors reviews whether our Adviser has applied the Policy consistently, and votes whether or not to accept the recommended valuation of our investment portfolio.

The Policy, which is summarized below, applies to the following categories of securities:

- Publicly-traded securities;
- Securities for which a limited market exists; and
- Securities for which no market exists.

### *Valuation Methods:*

**Publicly-traded securities:** We determine the value of publicly-traded securities based on the closing price for the security on the exchange or securities market on which it is listed and primarily traded on the valuation date. To the extent that we own restricted securities that are not freely tradable, but for which a public market otherwise exists, we will use the market value of that security adjusted for any decrease in value resulting from the restrictive feature.

**Securities for which a limited market exists:** We value securities that are not traded on an established secondary securities market, but for which a limited market for the security exists, such as certain participations in, or assignments of, syndicated loans, at the quoted bid price. In valuing these assets, we assess trading activity in an asset class, evaluate variances in prices and other market insights to determine if any available quote prices are reliable. If we conclude that quotes based on active markets or trading activity may be relied upon, firm bid prices are requested; however, if a firm bid price is unavailable, we base the value of the security upon the indicative bid price offered by the respective originating syndication agent's trading desk, or secondary desk, on or near the valuation date. To the extent that we use the indicative bid price as a basis for valuing the security, our Adviser may take further steps to consider additional information to validate that price in accordance with the Policy.

In the event these limited markets become illiquid such that market prices are no longer readily available, we will value our syndicated loans using estimated net present values of the future cash flows or discounted cash flows. The use of a DCF

Table of Contents

methodology follows that prescribed by FSP No. 157-3, which provides guidance on the use of a reporting entity's own assumptions about future cash flows and risk-adjusted discount rates when relevant observable inputs, such as quotes in active markets, are not available. When relevant observable market data does not exist, the alternative outlined in the FSP No. 157-3 is the use of valuing investments based on DCF. For the purposes of using DCF to provide fair value estimates, we considered multiple inputs such as a risk-adjusted discount rate that incorporates adjustments that market participants would make both for nonperformance and liquidity risks. As such, we developed a modified discount rate approach that incorporates risk premiums including, among others, increased probability of default, or higher loss given default, or increased liquidity risk.

The DCF valuations applied to the syndicated loans provide an estimate of what we believe a market participant would pay to purchase a syndicated loan in an active market, thereby establishing a fair value. We will continue to apply the DCF methodology in illiquid markets until quoted prices are available or are deemed reliable based on trading activity.

**Securities for which no market exists:** The valuation methodology for securities for which no market exists falls into three categories: (1) portfolio investments comprised solely of debt securities; (2) portfolio investments in controlled companies comprised of a bundle of securities, which can include debt and/or equity securities; and (3) portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and/or equity securities.

(1) **Portfolio investments comprised solely of debt securities:** We refer to as Non-Public Debt Securities those debt securities that are not publicly traded on an established securities market, or for which a limited market does not exist, and that are issued by portfolio companies where we have no equity, or equity-like securities, and are fair valued in accordance with the terms of the policy, which utilizes opinions of value submitted to us by Standard & Poor's Securities Evaluations, Inc. ( SPSE ). We may also submit PIK interest to SPSE for their evaluation when it is determined that PIK interest is likely to be received.

In the case of Non-Public Debt Securities, we have engaged SPSE to submit opinions of value for our debt securities that are issued by portfolio companies in which we own no equity, or equity-like securities. SPSE's opinions of value are based on the valuations prepared by our portfolio management team as described below. We request that SPSE also evaluate and assign values to success fees (conditional interest included in some loan securities) when we determine that the probability of receiving a success fee on a given loan is above 6-8%, a threshold of significance. SPSE will only evaluate the debt portion of our investments for which we specifically request evaluation, and may decline to make requested evaluations for any reason at its sole discretion. Upon completing our collection of data with respect to the investments (which may include the information described below under Credit Information, the risk ratings of the loans described below under Loan Grading and Risk Rating and the factors described hereunder), this valuation data is forwarded to SPSE for review and analysis. SPSE makes its independent assessment of the data that we have assembled and assesses its independent data to form an opinion as to what they consider to be the market values for the securities. With regard to its work, SPSE has issued the following paragraph:

SPSE provides evaluated price opinions which are reflective of what SPSE believes the bid side of the market would be for each loan after careful review and analysis of descriptive, market and credit information. Each price reflects SPSE's best judgment based upon careful examination of a variety of market factors. Because of fluctuation in the market and in other factors beyond its control, SPSE cannot guarantee these evaluations. The evaluations reflect the market prices, or estimates thereof, on the date specified. The prices are based on comparable market prices for similar securities. Market information has been obtained from reputable secondary market sources. Although these sources are considered reliable, SPSE cannot guarantee their accuracy.

SPSE opinions of value of our debt securities that are issued by portfolio companies where we have no equity, or equity-like securities are submitted to our Board of Directors along with our Adviser's supplemental assessment and recommendation regarding valuation of each of these investments. Our Adviser generally accepts the opinion of value given by SPSE, however, in certain limited circumstances, such as when our Adviser may learn new information regarding an investment between the time of submission to SPSE and the date of the Board assessment, our Adviser's conclusions as to value may differ from the opinion of value delivered by SPSE. Our Board of Directors then reviews whether our Adviser has followed its established procedures for determinations of fair value, and votes to accept or reject the recommended valuation of our investment portfolio. Our Adviser and our management recommended, and the Board of Directors voted to accept, the opinions of value delivered by SPSE on the loans in our portfolio as denoted on the Schedule of Investments included in our accompanying condensed consolidated financial statements.

Table of Contents

Because there is a delay between when we close an investment and when the investment can be evaluated by SPSE, new loans are not valued immediately by SPSE; rather, management makes its own determination about the value of these investments in accordance with our valuation policy using the methods described herein.

(2) **Portfolio investments in controlled companies comprised of a bundle of investments, which can include debt and/or equity securities:** For Non-Public Debt Securities and equity or equity-like securities (e.g. preferred equity, equity, or other equity-like securities) that are purchased together as part of a package, where we have control or could gain control through an option or warrant security, both the debt and equity securities of the portfolio investment would exit in the mergers and acquisition market as the principal market, generally through a sale or recapitalization of the portfolio company. Further, we believe that the in-use premise of value (as defined in SFAS No. 157), which assumes the debt and equity securities are sold together, is appropriate as this would provide maximum proceeds to the seller. As a result, we continue to use the enterprise value methodology utilizing a liquidity waterfall approach to determine the fair value of these investments under SFAS No. 157 if we have the ability to initiate a sale of a portfolio company as of the measurement date. Under this approach, we first calculate the total enterprise value of the issuer by incorporating some or all of the following factors:

- the issuer's ability to make payments;
- the earnings of the issuer;
- recent sales to third parties of similar securities;
- the comparison to publicly traded securities; and
- discounted cash flow or other pertinent factors.

In gathering the sales to third parties of similar securities, we may reference industry statistics and use outside experts. Once we have estimated the total enterprise value of the issuer, we subtract the value of all the debt securities of the issuer; which are valued at the contractual principal balance. Fair values of these debt securities are discounted for any shortfall of total enterprise value over the total debt outstanding for the issuer. Once the values for all outstanding senior securities (which include the debt securities) have been subtracted from the total enterprise value of the issuer, the remaining amount, if any, is used to determine the value of the issuer's equity or equity like securities. If, in our Adviser's judgment, the liquidity waterfall approach does not accurately reflect the value of the debt component, the Adviser may recommend that we use a valuation by SPSE, or if that is unavailable, a DCF valuation technique.

(3) **Portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and/or equity securities:** We value Non-Public Debt Securities that are purchased together with equity and equity-like securities from the same portfolio company, or issuer, for which we do not control or cannot gain control as of the measurement date, using a hypothetical secondary market as our principal market. In accordance with SFAS No. 157, we determine the fair value of these debt securities of non-control investments assuming the sale of an individual debt security using the in-exchange premise of value (as defined in SFAS No. 157). As such, we estimate the fair value of the debt component using estimates of value provided by SPSE and our own assumptions in the absence of market observable data, including synthetic credit ratings, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. For equity and equity-like securities of investments for which we do not control or cannot gain control as of the measurement date, we value the equity portion based on the total enterprise value of the issuer, which is calculated using a liquidity waterfall approach as described above.

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

Due to the uncertainty inherent in the valuation process, such estimates of fair value may differ significantly from the values that would have been obtained had a ready market for the securities existed, and the differences could be material. Additionally, changes in the market environment and other events that may occur over the life of the investments may cause the gains or losses ultimately realized on these investments to be different than the valuations currently assigned. There is no single standard for determining fair value in good faith, as fair value depends upon circumstances of each individual case. In general, fair value is the amount that we might reasonably expect to receive upon the current sale of the security in an arms-length transaction in the security's principal market.

*Valuation Considerations:* From time to time, depending on certain circumstances, the Adviser may use the following valuation considerations, including but not limited to:

- the nature and realizable value of the collateral;
- the portfolio company's earnings and cash flows and its ability to make payments on its obligations;
- the markets in which the portfolio company does business;
- the comparison to publicly traded companies; and
- discounted cash flow and other relevant factors.

Because such valuations, particularly valuations of private securities and private companies, are not susceptible to precise determination, may fluctuate over short periods of time, and may be based on estimates, our determinations of fair value may differ from the values that might have actually resulted had a readily available market for these securities been available.

*Credit Information:* Our Adviser monitors a wide variety of key credit statistics that provide information regarding our portfolio companies to help us assess credit quality and portfolio performance. We and our Adviser participate in the periodic board meetings of our portfolio companies in which we hold Control and Affiliate investments and also require them to



Table of Contents

provide annual audited and monthly unaudited financial statements. Using these statements or comparable information and board discussions, our Adviser calculates and evaluates the credit statistics.

*Loan Grading and Risk Rating:* As part of our valuation procedures above, we risk rate all of our investments in debt securities. For syndicated loans that have been rated by an NRSRO (as defined in Rule 2a-7 under the 1940 Act), we use the NRSRO's risk rating for such security. For all other debt securities, we use a proprietary risk rating system. Our risk rating system uses a scale of 0 to 10, with 10 being the lowest probability of default. This system is used to estimate the probability of default on debt securities and the probability of loss if there is a default. These types of systems are referred to as risk rating systems and are used by banks and rating agencies. The risk rating system covers both qualitative and quantitative aspects of the business and the securities we hold.

For the debt securities for which we do not use a third-party NRSRO risk rating, we seek to have our risk rating system mirror the risk rating systems of major risk rating organizations, such as those provided by an NRSRO. While we seek to mirror the NRSRO systems, we cannot provide any assurance that our risk rating system will provide the same risk rating as an NRSRO for these securities. The following chart is an estimate of the relationship of our risk rating system to the designations used by two NRSROs as they risk rate debt securities of major companies. Because our system rates debt securities of companies that are unrated by any NRSRO, there can be no assurance that the correlation to the NRSRO set out below is accurate. We believe our risk rating would be significantly higher than a typical NRSRO risk rating because the risk rating of the typical NRSRO is designed for larger businesses. However, our risk rating has been designed to risk rate the securities of smaller businesses that are not rated by a typical NRSRO. Therefore, when we use our risk rating on larger business securities, the risk rating is higher than a typical NRSRO rating. The primary difference between our risk rating and the rating of a typical NRSRO is that our risk rating uses more quantitative determinants and includes qualitative determinants that we believe are not used in the NRSRO rating. It is our understanding that most debt securities of medium-sized companies do not exceed the grade of BBB on an NRSRO scale, so there would be no debt securities in the middle market that would meet the definition of AAA, AA or A. Therefore, our scale begins with the designation 10 as the best risk rating which may be equivalent to a BBB from an NRSRO, however, no assurance can be given that a 10 on our scale is equal to a BBB on an NRSRO scale.

| Company's System | First NRSRO | Second NRSRO | Gladstone Investment's Description(a)  |
|------------------|-------------|--------------|--|
| >10              | Baa2        | BBB          | Probability of Default (PD) during the next ten years is 4% and the Expected Loss (EL) is 1% or less |
| 10               | Baa3        | BBB-         | PD is 5% and the EL is 1% to 2%  |
| 9                | Ba1         | BB+          | PD is 10% and the EL is 2% to 3%   |
| 8                | Ba2         | BB           | PD is 16% and the EL is 3% to 4%   |
| 7                | Ba3         | BB-          | PD is 17.8% and the EL is 4% to 5%   |
| 6                | B1          | B+           | PD is 22% and the EL is 5% to 6.5%   |
| 5                | B2          | B            | PD is 25% and the EL is 6.5% to 8%   |
| 4                | B3          | B-           | PD is 27% and the EL is 8% to 10%  |
| 3                | Caa1        | CCC+         | PD is 30% and the EL is 10% to 13.3%   |
| 2                | Caa2        | CCC          | PD is 35% and the EL is 13.3% to 16.7%   |
| 1                | Caa3        | CC           | PD is 65% and the EL is 16.7% to 20%   |
| 0                | N/A         | D            | PD is 85% or there is a payment of default and the EL is greater than 20%                            |

(a) *The default rates set forth are for a ten year term debt security. If a debt security is less than ten years, then the PD is adjusted to a lower percentage for the shorter period, which may move the security higher on our risk rating scale.*

The above scale gives an indication of the probability of default and the magnitude of the loss if there is a default. Our policy is to stop accruing interest on an investment if we determine that interest is no longer collectible. At March 31, 2009, one investment was on non-accrual for approximately \$2.6 million at fair value. Additionally, we do not risk rate our equity securities.

The following table lists the risk ratings for all non-syndicated loans in our portfolio at March 31, 2009 and March 31, 2008, representing approximately 59% and 51%, respectively, of all loans in our portfolio at the end of each period:

| <b>Rating</b>    | <b>March 31, 2009</b> | <b>March 31, 2008</b> |
|------------------|-----------------------|-----------------------|
| Highest          | 7.0                   | 7.0                   |
| Average          | 5.5                   | 5.5                   |
| Weighted Average | 5.1                   | 5.1                   |
| Lowest           | 2.0                   | 1.0                   |

Table of Contents

The following table lists the risk ratings for syndicated loans in our portfolio that were not rated by an NRSRO at March 31, 2009 and March 31, 2008, representing approximately 12% and 13%, respectively, of all loans in our portfolio at the end of each period:

| <b>Rating</b>    | <b>March 31, 2009</b> | <b>March 31, 2008</b> |
|------------------|-----------------------|-----------------------|
| Highest          | 9.0                   | 9.0                   |
| Average          | 8.0                   | 7.1                   |
| Weighted Average | 8.0                   | 7.3                   |
| Lowest           | 7.0                   | 1.0                   |

For syndicated loans that are currently rated by an NRSRO, we risk rate such loans in accordance with the risk rating systems of major risk rating organizations, such as those provided by an NRSRO. The following table lists the risk ratings for all syndicated loans in our portfolio that were rated by an NRSRO at March 31, 2009 and March 31, 2008, representing approximately 29% and 36%, respectively, of all loans in our portfolio at the end of each period:

| <b>Rating</b>    | <b>March 31, 2009</b> | <b>March 31, 2008</b> |
|------------------|-----------------------|-----------------------|
| Highest          | BB/Ba2                | BB/Ba2                |
| Average          | B/B2                  | B+/B1                 |
| Weighted Average | B/B2                  | B+/B1                 |
| Lowest           | CCC+/B3               | CCC+/B2               |

**Tax Status**

*Federal Income Taxes*

We intend to continue to qualify for treatment as a RIC under Subtitle A, Chapter 1 of Subchapter M of the Code. As a RIC, we are not subject to federal income tax on the portion of our taxable income and gains distributed to stockholders. To qualify as a RIC, we are required to distribute to stockholders at least 90% of investment company taxable income, as defined by the Code. It is our policy to pay out as a distribution up to 100% of those amounts.

In an effort to avoid certain excise taxes imposed on RICs, we currently intend to distribute during each calendar year, an amount at least equal the sum of (1) 98% of our ordinary income for the calendar year, (2) 98% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year, and (3) any ordinary income and net capital gains for preceding years that were not distributed during such years.

**Revenue Recognition**

*Interest and Dividend Income Recognition*

Interest income is recorded on the accrual basis to the extent that such amounts are expected to be collected. We will stop accruing interest on investments when it is determined that interest is no longer collectible. Generally, when a loan becomes 90 days or more past due and/or if our qualitative assessment indicates that the debtor is unable to service its debt or other obligations, we will place the loan on non-accrual status and cease recognizing interest income on that loan until the borrower has demonstrated the ability and intent to pay contractual amounts due.

However, we remain contractually entitled to this interest and may collect it upon the sale or recapitalization of the portfolio company. At March 31, 2009, one Control investment was on non-accrual with a fair value of approximately \$2.6 million, or 0.8% of the fair value of all loans in our portfolio. At March 31, 2008, one Non-Control/Non-Affiliate investment and one Control investment were on non-accrual with an aggregate fair value of approximately \$0.4 million, or 0.1% of the fair value of all loans in our portfolio.

Conditional interest, or a success fee, is recorded when earned upon full repayment of a loan investment. To date we have not recorded any conditional interest. Dividend income on preferred equity securities is accrued to the extent that such amounts are expected to be collected and that we have the option to collect such amounts in cash. To date, we have not accrued any dividend income.

#### *Services Provided to Portfolio Companies*

As a business development company under the 1940 Act, we are required to make available significant managerial assistance

Table of Contents

to our portfolio companies. We provide these services through our Adviser, who provides these services on our behalf through its officers who are also our officers. Currently, neither we nor our Adviser charges a fee for managerial assistance, however, if our Adviser does receive fees for such managerial assistance, our Adviser will credit the managerial assistance fees to the base management fee due from us to our Adviser.

Our Adviser receives fees for the other services it provides to our portfolio companies. These other fees are typically non-recurring, are recognized as revenue when earned and are generally paid directly to our Adviser by the borrower or potential borrower upon the closing of the investment. The services our Adviser provides to our portfolio companies vary by investment, but generally include a broad array of services such as investment banking services, arranging bank and equity financing, structuring financing from multiple lenders and investors, reviewing existing credit facilities, restructuring existing investments, raising equity and debt capital, turnaround management, merger and acquisition services and recruiting new management personnel. When our Adviser receives fees for these services, 50% of certain of those fees are voluntarily credited against the base management fee that we pay to our Adviser. Any services of this nature subsequent to the closing would typically generate a separate fee at the time of completion.

Our Adviser also receives fees for monitoring and reviewing portfolio company investments. These fees are recurring and are generally paid annually or quarterly in advance to our Adviser throughout the life of the investment. Fees of this nature are recorded as revenue by our Adviser when earned and are not credited against the base management fee.

We may receive fees for the origination and closing services we provide to portfolio companies through our Adviser. These fees are paid directly to us and are recognized as revenue upon closing of the originated investment and are reported as fee income in the consolidated statements of operations.

**Recent Accounting Pronouncements**

See Note 2, Summary of Significant Accounting Policies in the Notes to our consolidated financial statements included elsewhere in this report.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk (dollar amounts in thousands, unless otherwise indicated)**

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. The primary risk we believe we are exposed to is interest rate risk. While we expect that ultimately approximately 20% of the loans in our portfolio will be made at fixed rates, with approximately 80% made at variable rates or variables rates with a floor mechanism. At March 31, 2009, our portfolio consisted of the following breakdown in relation to all outstanding debt:

|     |                             |
|-----|-----------------------------|
| 50% | Variable rates              |
| 30% | Variable rates with a floor |
| 20% | Fixed rates                 |

100% Total

As a result of the Subsequent Syndicated Loan Sales, as of May 29, 2009, our portfolio had approximately 23% of the total of the loan cost value at variable rates, approximately 46% of the total loan cost value at variable rates with floors and approximately 31% of the total loan portfolio cost basis at fixed rates. All of our variable-rate loans have rates associated with either the current LIBOR or Prime Rate.

We had a \$125.0 million revolving credit facility, based on variable rates, with Deutsche Bank A.G., which matured in April 2009. As of March 31, 2009, there was an outstanding principal balance of \$110.3 million at a stated interest rate of approximately 0.7% plus a 3.5% program fee. In April 2009, we entered into a new revolving credit facility with BB&T for up to \$50.0 million. Advances under the new credit facility will generally bear interest at the 30-day LIBOR rate (subject to a minimum rate of 2%), plus 5% per annum, with a commitment fee of 0.75% per annum on undrawn amounts. We borrowed approximately \$43.8 million under the new credit facility and, along with our funds, repaid all outstanding principal and interest on the prior credit facility and terminated that credit facility.

In October 2007 and February 2008, we entered into an interest rate cap agreement in connection with our prior line of credit. We purchased this interest rate cap agreement with a notional amount of \$60 million for a one-time, up-front payment of \$53.

Table of Contents

The interest rate cap agreement entitles us to receive payments, if any, equal to the amount by which interest payments on the current notional amount at one month LIBOR exceed the payments on the current notional amount at 9%. The cap expires in October 2009. This interest rate cap agreement effectively caps our interest payments on our line of credit borrowing, up to the notional amount of the interest rate cap, at 9%. This mitigates our exposure to increases in interest rates on our borrowings on our line of credit, which are at variable rates. At March 31, 2009, the interest rate cap agreement had a nominal fair market value.

To illustrate the potential impact of changes in interest rates on our net increase in net assets resulting from operations, we have performed the following analysis, which assumes that our balance sheet remains constant and no further actions beyond the interest rate cap agreement are taken to alter our existing interest rate sensitivity.

| <b>Basis Point Change</b> | <b>Increase<br/>(Decrease) in<br/>Interest Income</b> | <b>Increase<br/>(Decrease) in<br/>Interest Expense</b> | <b>Net Increase (Decrease) in<br/>Net Assets Resulting from<br/>Operations</b> |
|---------------------------|---|--|--|
| Up 200 basis points       | \$ 810  | \$ 163   | \$ 647   |
| Up 100 basis points       | 405   | 0  | 405  |
| Down 100 basis points     | (283)   | 0  | (283)  |
| Down 200 basis points     | (348)   | 0  | (348)  |

Although management believes that this analysis is indicative of our existing interest rate sensitivity, it does not adjust for potential changes in credit quality, size and composition of our loan portfolio on the balance sheet and other business developments that could affect net increase in net assets resulting from operations. Accordingly, no assurances can be given that actual results would not differ materially from the results under this hypothetical analysis.

We may also experience risk associated with investing in securities of companies with foreign operations. We currently do not anticipate investing in debt or equity of foreign companies, but some potential portfolio companies may have operations located outside the United States. These risks include, but are not limited to, fluctuations in foreign currency exchange rates, imposition of foreign taxes, changes in exportation regulations and political and social instability.

Table of Contents

**Item 8. Financial Statements and Supplementary Data**

**Index to Consolidated Financial Statements**

|   |    |
|---|----|
| <u>Report of Management on Internal Controls</u>  | 62 |
| <u>Report of Independent Registered Public Accounting Firm</u>  | 63 |
| <u>Consolidated Statements of Assets and Liabilities as of March 31, 2009 and March 31, 2008</u>                              | 64 |
| <u>Consolidated Schedules of Investments as of March 31, 2009 and 2008</u>  | 65 |
| <u>Consolidated Statements of Operations for the years ended March 31, 2009, March 31, 2008 and March 31, 2007</u>            | 71 |
| <u>Consolidated Statements of Changes in Net Assets for the years ended March 31, 2009, March 31, 2008 and March 31, 2007</u> | 72 |
| <u>Consolidated Statements of Cash Flows for the years ended March 31, 2009, March 31, 2008 and March 31, 2007</u>            | 73 |
| <u>Financial Highlights for the years ended March 31, 2009, March 31, 2008 and March 31, 2007</u>                             | 74 |
| <u>Notes to Consolidated Financial Statements</u>   | 75 |



Table of Contents

**Report of Management on Internal Controls**



## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

To the Stockholders and Board of Directors of Gladstone Investment Corporation:

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and include those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and the dispositions of our assets; (2) provide reasonable assurance that our transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with appropriate authorizations; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, we assessed the effectiveness of our internal control over financial reporting as of March 31, 2009, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Based on its assessment, management has concluded that our internal control over financial reporting was effective as of March 31, 2009.

Our management's assessment of the effectiveness of our internal control over financial reporting as of March 31, 2009 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

**June 2, 2009**



Table of Contents

**Report of Independent Registered Public Accounting Firm**



## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

To the Stockholders and Board of Directors of Gladstone Investment Corporation:

In our opinion, the accompanying consolidated statements of assets and liabilities, including the schedules of investments, and the related statements of operations, changes in net assets and cash flows and the financial highlights present fairly, in all material respects, the financial position of Gladstone Investment Corporation and its subsidiaries at March 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2009 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2009, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Notes 2 and 3 to the consolidated financial statements, effective April 1, 2008 the Company adopted SFAS No. 157 Fair Value Measures and in 2009 changed the manner in which it accounts for its portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and/or equity securities.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP

McLean, VA

June 1, 2009





Table of Contents

**GLADSTONE INVESTMENT CORPORATION**  
**CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES**

(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

|  | March 31,<br>2009 | March 31,<br>2008 |
|--|-------------------|-------------------|
| <b>ASSETS</b>  |                   |                   |
| Non-Control/Non-Affiliate investments (Cost 3/31/09: \$134,836; 3/31/08: \$166,416)  | \$ 94,740         | \$ 142,739        |
| Control investments (Cost 3/31/09: \$150,081; 3/31/08: \$138,354)  | 166,163           | 145,407           |
| Affiliate investments (Cost 3/31/09: \$64,028; 3/31/08: \$46,035)  | 53,027            | 47,458            |
| Total investments at fair value (Cost 3/31/09: \$348,945; 3/31/08: \$350,805)  | 313,930           | 335,604           |
| Cash and cash equivalents  | 7,236             | 9,360             |
| Interest receivable  | 1,500             | 1,662             |
| Due from custodian   | 2,706             | 4,399             |
| Due from Adviser (Refer to Note 4)   |                   | 89                |
| Deferred financing fees  | 1,167             | 323               |
| Prepaid assets   | 172               | 480               |
| Other assets   | 132               | 376               |
| <b>TOTAL ASSETS</b>  | <b>\$ 326,843</b> | <b>\$ 352,293</b> |
| <b>LIABILITIES</b>   |                   |                   |
| Accounts payable and accrued expenses  | \$ 1,283          | \$ 716            |
| Fee due to Administrator (Refer to Note 4)   | 179               | 208               |
| Fees due to Adviser (Refer to Note 4)  | 187               |                   |
| Borrowings under line of credit  | 110,265           | 144,835           |
| Other liabilities  | 127               | 89                |
| <b>TOTAL LIABILITIES</b>   | <b>112,041</b>    | <b>145,848</b>    |
| <b>NET ASSETS</b>  | <b>\$ 214,802</b> | <b>\$ 206,445</b> |
| <b>ANALYSIS OF NET ASSETS</b>  |                   |                   |
| Common stock, \$0.001 par value, 100,000,000 shares authorized; 22,080,133 and 16,560,100 shares issued and outstanding at March 31, 2009 and March 31, 2008, respectively | \$ 22             | \$ 17             |
| Capital in excess of par value   | 257,361           | 224,172           |
| Net unrealized depreciation of investment portfolio  | (35,015)          | (15,201)          |
| Net unrealized depreciation of derivative  | (53)              | (53)              |
| Accumulated net investment income  | 18                | 18                |
| Accumulated net realized loss  | (7,531)           | (2,508)           |
| <b>TOTAL NET ASSETS</b>  | <b>\$ 214,802</b> | <b>\$ 206,445</b> |
| <b>NET ASSETS PER SHARE</b>  | <b>\$ 9.73</b>    | <b>\$ 12.47</b>   |

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*

Table of Contents

**GLADSTONE INVESTMENT CORPORATION**  
**CONSOLIDATED SCHEDULES OF INVESTMENTS**

**MARCH 31, 2009**

**(DOLLAR AMOUNTS IN THOUSANDS)**

| Company (1)                                  | Industry   | Investment (2)                           | Cost     | Fair Value |
|--|--|--|----------|------------|
| <b>NON-CONTROL/NON-AFFILIATE INVESTMENTS</b> |  |  |          |            |
| <i>Senior Syndicated Loans:</i>              |  |  |          |            |
| Activant Solutions, Inc.                     | Service - enterprise software and services                       | Senior Term Debt (3.4%, Due 5/2013) (7)  | \$ 1,658 | \$ 904     |
| Advanced Homecare Holdings, Inc.             | Service - home health nursing services                           | Senior Term Debt (4.3%, Due 8/2014) (7)  | 2,947    | 2,019      |
| Aeroflex, Inc.                               | Service - provider of highly specialized electronic equipment    | Senior Term Debt (4.5%, Due 8/2014) (7)  | 1,892    | 1,083      |
| Compsych Investments Corp.                   | Service - employee assistance programs                           | Senior Term Debt (3.8%, Due 2/2012) (7)  | 3,083    | 2,405      |
| CRC Health Group, Inc.                       | Service - substance abuse treatment                              | Senior Term Debt (3.5%, Due 2/2012) (7)  | 7,772    | 5,026      |
| Critical Homecare Solutions, Inc.            | Service - home therapy and respiratory treatment                 | Senior Term Debt (3.8%, Due 1/2012) (7)  | 4,359    | 3,632      |
| Generac Acquisition Corp.                    | Manufacturing - standby power products                           | Senior Term Debt (3.0%, Due 11/2013) (7) | 6,799    | 3,820      |
| Graham Packaging Holdings Company            | Manufacturing - plastic containers                               | Senior Term Debt (3.6%, Due 10/2011) (7) | 3,348    | 2,813      |
| HMTBP Acquisition II Corp.                   | Service - aboveground storage tanks                              | Senior Term Debt (3.5%, Due 5/2014) (3)  | 3,838    | 2,942      |
| Huish Detergents, Inc.                       | Manufacturing - household cleaning products                      | Senior Term Debt (2.3%, Due 4/2014) (7)  | 1,966    | 1,690      |
| Hyland Software, Inc.                        | Service - provider of enterprise content management software     | Senior Term Debt (3.6%, Due 7/2013) (7)  | 3,912    | 2,990      |
| Interstate Fibernet, Inc.                    | Service - provider of voice and data telecommunications services | Senior Term Debt (5.2%, Due 7/2013) (3)  | 9,804    | 6,698      |
| KIK Custom Products, Inc.                    | Manufacturing - consumer products                                | Senior Term Debt (2.8%, Due 5/2014) (7)  | 3,941    | 1,862      |
| Kronos, Inc.                                 | Service - workforce management solutions                         | Senior Term Debt (3.5%, Due 6/2014) (7)  | 1,899    | 1,291      |
| Local TV Finance, LLC                        | Service - television station operator                            | Senior Term Debt (2.5%, Due 5/2013) (7)  | 985      | 359        |
| LVI Services, Inc.                           | Service - asbestos and mold remediation                          | Senior Term Debt (4.5%, Due 11/2010) (7) | 5,916    | 2,673      |
| MedAssets, Inc.                              | Service - pharmaceuticals and healthcare GPO                     | Senior Term Debt (5.1%, Due 10/2013) (7) | 3,517    | 3,129      |
| Network Solutions, LLC                       | Service - internet domain solutions                              | Senior Term Debt (3.2%, Due 3/2014) (7)  | 8,672    | 5,506      |
| Open Solutions, Inc.                         | Service - software outsourcing for financial institutions        | Senior Term Debt (3.3%, Due 1/2014) (7)  | 2,648    | 1,206      |
| Ozburn-Hessey Holding Co. LLC                | Service - third party logistics                                  | Senior Term Debt (4.4%, Due 8/2012) (7)  | 7,523    | 5,975      |
| Pinnacle Foods Finance, LLC                  | Manufacturing - branded food products                            | Senior Term Debt (3.2%, Due 4/2014) (7)  | 1,950    | 1,570      |
| PTS Acquisition Corp.                        | Manufacturing - drug delivery and packaging technologies         | Senior Term Debt (2.8%, Due 4/2014) (7)  | 6,877    | 4,264      |
| QTC Acquisition, Inc.                        | Service - outsourced disability evaluations                      | Senior Term Debt (2.8%, Due 11/2012) (7) | 1,763    | 1,356      |
| Radio Systems Corporation                    |  |  | 1,644    | 1,308      |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

|  |  |   |                   |                  |
|--|--|---|-------------------|------------------|
|  | Service - design electronic pet containment products         | Senior Term Debt (3.3%, Due 9/2013) (7)                             |                   |                  |
| Rally Parts, Inc.                                  | Manufacturing - aftermarket motorcycle parts and accessories | Senior Term Debt (3.5%, Due 11/2013) (7)                            | 2,458             | 1,073            |
| SafeNet, Inc.                                      | Service - chip encryption products                           | Senior Term Debt (4.2%, Due 4/2014) (7)                             | 2,949             | 2,008            |
| SGS International, Inc.                            | Service - digital imaging and graphics                       | Senior Term Debt (4.0%, Due 12/2011) (7)                            | 1,475             | 978              |
| Survey Sampling, LLC                               | Service - telecommunications-based sampling                  | Senior Term Debt (9.5%, Due 5/2011) (3)                             | 2,596             | 2,441            |
| Triad Laboratory Alliance, LLC                     | Service - regional medical laboratories                      | Senior Term Debt (4.5%, Due 12/2011) (7)                            | 4,120             | 3,432            |
| Wastequip, Inc.                                    | Service - process and transport waste materials              | Senior Term Debt (2.8%, Due 2/2013) (7)                             | 2,893             | 1,530            |
| WaveDivision Holdings, LLC                         | Service - cable  | Senior Term Debt (3.5%, Due 6/2014) (7)                             | 1,905             | 1,575            |
| West Corporation                                   | Service - business process outsourcing                       | Senior Term Debt (2.9%, Due 10/2013) (7)                            | 3,323             | 2,293            |
| <b>Subtotal - Senior Syndicated Loans</b>          |  |   | <b>\$ 120,432</b> | <b>\$ 81,851</b> |
| <b>Non-Syndicated Loans</b>                        |  |   |                   |                  |
| American Greetings Corporation                     | Manufacturing and design - greeting cards                    | Senior Notes (7.4%, Due 6/2016) (3) (10)                            | \$ 3,043          | \$ 2,180         |
| B-Dry, LLC   | Service - basement waterproofer                              | Revolving Credit Facility, \$300 available (10.5%, Due 10/2009) (5) | 450               | 443              |
|  |  | Senior Term Debt (10.0%, Due 5/2014) (5)                            | 6,681             | 6,464            |
|  |  | Senior Term Debt (10.0%, Due 5/2014) (5)                            | 3,930             | 3,802            |
|  |  | Common Stock Warrants (4)   | 300               |                  |
|  |  |   | 11,361            | 10,709           |
| <b>Total Non-Control/Non-Affiliate Investments</b> |  |   | <b>\$ 134,836</b> | <b>\$ 94,740</b> |

Table of Contents**GLADSTONE INVESTMENT CORPORATION****CONSOLIDATED SCHEDULES OF INVESTMENTS (Continued)****MARCH 31, 2009****(DOLLAR AMOUNTS IN THOUSANDS)**

| <b>Company (1)</b>            | <b>Industry</b>   | <b>Investment (2)</b>  | <b>Cost</b> | <b>Fair Value</b> |
|-------------------------------|---|--|-------------|-------------------|
| <b>CONTROL INVESTMENTS</b>    |   |  |             |                   |
| A. Stucki Holding Corp.       | Manufacturing - railroad freight car products             | Senior Term Debt (5.0%, Due 3/2012)                                  | \$ 11,246   | \$ 11,246         |
|                               |   | Senior Term Debt (7.2%, Due 3/2012) (6)                              | 10,450      | 10,450            |
|                               |   | Senior Subordinated Term Debt (13%, Due 3/2014)                      | 8,586       | 8,586             |
|                               |   | Preferred Stock (4)  | 4,387       | 5,128             |
|                               |   | Common Stock (4)   | 130         | 14,021            |
|                               |   |  | 34,799      | 49,431            |
| Acme Cryogenics, Inc.         | Manufacturing - manifolds and pipes for industrial gasses | Senior Subordinated Term Debt (11.5%, Due 3/2013)                    | 14,500      | 14,500            |
|                               |   | Redeemable Preferred Stock (4)                                       | 6,984       | 6,920             |
|                               |   | Common Stock (4)   | 1,045       |                   |
|                               |   | Common Stock Warrants (4)  | 25          |                   |
|                               |   | 22,554   | 21,420      |                   |
| ASH Holdings Corp.            | Retail and Service - school buses and parts               | Revolver, \$400 available (non-accrual, Due 3/2010) (5)              | 1,600       | 560               |
|                               |   | Senior Subordinated Term Debt (non-accrual, Due 1/2012) (5)          | 5,937       | 2,078             |
|                               |   | Preferred Stock (4)  | 2,500       |                   |
|                               |   | Common Stock Warrants (4)  | 4           |                   |
|                               |   | 10,041   | 2,638       |                   |
| Cavert II Holding Corp.       | Manufacturing - bailing wire                              | Revolving Credit Facility, \$3,000 available (8.0%, Due 10/2010) (8) |             |                   |
|                               |   | Senior Term Debt (8.3%, Due 10/2012)                                 | 5,687       | 5,687             |
|                               |   | Senior Term Debt (10.0%, Due 10/2012) (6)                            | 2,950       | 2,950             |
|                               |   | Senior Subordinated Term Debt (13.0%, Due 10/2014)                   | 4,671       | 4,671             |
|                               |   | Preferred Stock (4)  | 4,110       | 4,591             |
|                               |   | Common Stock (4)   | 69          | 733               |
|                               |   | 17,487   | 18,632      |                   |
| Chase II Holdings Corp.       | Manufacturing - traffic doors                             | Revolving Credit Facility, \$1,105 available (4.5%, Due 7/2010)      | 3,395       | 3,395             |
|                               |   | Senior Term Debt (8.8%, Due 3/2011)                                  | 8,800       | 8,800             |
|                               |   | Senior Term Debt (12.0%, Due 3/2011) (6)                             | 7,680       | 7,680             |
|                               |   | Senior Subordinated Term Debt (13.0%, Due 3/2013)                    | 6,168       | 6,168             |
|                               |   | Redeemable Preferred Stock (4)                                       | 6,961       | 9,300             |
|                               |   | Common Stock (4)   | 61          | 5,537             |
|                               |   | 33,065   | 40,880      |                   |
| Country Club Enterprises, LLC | Service - golf cart distribution                          |  | 7,000       | 7,000             |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

|                           |  |   |            |            |
|---------------------------|--|---|------------|------------|
|                           |  | Subordinated Term Debt (14.0% Due 11/2014)        |            |            |
|                           |  | Preferred Stock (4)                               | 3,725      | 3,725      |
|                           |  |   | 10,725     | 10,725     |
| Galaxy Tool Holding Corp. | Manufacturing - aerospace and plastics | Senior Subordinated Term Debt (13.5%, Due 8/2013) | 17,250     | 17,250     |
|                           |  | Preferred Stock (4)                               | 4,112      | 4,486      |
|                           |  | Common Stock (4)                                  | 48         | 701        |
|                           |  |   | 21,410     | 22,437     |
| Total Control Investments |  |   | \$ 150,081 | \$ 166,163 |

Table of Contents

## GLADSTONE INVESTMENT CORPORATION

## CONSOLIDATED SCHEDULES OF INVESTMENTS (Continued)

MARCH 31, 2009

(DOLLAR AMOUNTS IN THOUSANDS)

| Company (1)                  | Industry   | Investment (2)  | Cost       | Fair Value |
|------------------------------|--|---|------------|------------|
| <b>AFFILIATE INVESTMENTS</b> |  |   |            |            |
| Danco Acquisition Corp.      | Manufacturing - machining and sheet metal work             | Revolving Credit Facility, \$2,600 available (9.3%, Due 10/2010) (5), (9) | \$ 400     | \$ 378     |
|                              |  | Senior Term Debt (9.3%, Due 10/2012) (5)                                  | 4,837      | 4,584      |
|                              |  | Senior Term Debt (11.5%, Due 4/2013) (5)                                  | 9,113      | 8,544      |
|                              |  | Redeemable Preferred Stock (4)  | 2,500      | 2,558      |
|                              |  | Common Stock Warrants (4)   | 3          |            |
|                              |  | 16,853  | 16,064     |            |
| Mathey Investments, Inc.     | Manufacturing - pipe-cutting and pipe-fitting equipment    | Revolving Credit Facility, \$1,463 available (9.0%, Due 3/2011) (5), (9)  | 537        | 529        |
|                              |  | Senior Term Debt (9.0%, Due 3/2013) (5)                                   | 2,375      | 2,339      |
|                              |  | Senior Term Debt (12.0%, Due 3/2014) (5), (6)                             | 7,227      | 7,082      |
|                              |  | Common Stock (4)  | 500        | 446        |
|                              |  | Common Stock Warrants (4)   | 277        | 260        |
|                              |  | 10,916  | 10,656     |            |
| Noble Logistics, Inc.        | Service - aftermarket auto parts delivery                  | Revolving Credit Facility, \$-0- available (6.5%, Due 12/2009) (5)        | 2,000      | 1,500      |
|                              |  | Senior Term Debt (10.5%, Due 12/2011) (5)                                 | 5,727      | 4,295      |
|                              |  | Senior Term Debt (12.5%, Due 12/2011) (5), (6)                            | 7,300      | 5,475      |
|                              |  | Senior Subordinated Term Debt (18.0%, Due 12/2011)                        | 500        | 375        |
|                              |  | Senior Subordinated Term Debt (14.0%, Due 5/2009)                         | 150        | 149        |
|                              |  | Preferred Stock (4)   | 1,750      |            |
|                              |  | 1,682   |            |            |
|                              |  | 19,109  | 11,794     |            |
| Quench Holdings Corp.        | Service - sales, installation and service of water coolers | Senior Subordinated Term Debt (10.0%, Due 8/2013) (5)                     | 8,000      | 5,800      |
|                              |  | Preferred Stock (4)   | 2,950      | 2,542      |
|                              |  | Common Stock Warrants (4)   | 447        |            |
|                              |  | 11,397  | 8,342      |            |
| Tread Corp.                  | Manufacturing - storage and transport equipment            | Senior Term Debt (12.5%, Due 5/2013) (5)                                  | 5,000      | 4,925      |
|                              |  | Preferred Stock (4)   | 750        | 793        |
|                              |  | Common Stock Warrants (4)   | 3          | 453        |
|                              |  |   | 5,753      | 6,171      |
| Total Affiliate Investments  |  |   | \$ 64,028  | \$ 53,027  |
| Total Investments            |  |   | \$ 348,945 | 313,930    |

- (1) Certain of the listed securities are issued by affiliate(s) of the indicated portfolio company.
- (2) Percentage represents the weighted average interest rates in effect at March 31, 2009, and due date represents the contractual maturity date.
- (3) Security valued using internally-developed, risk-adjusted discounted cash flow methodologies as of March 31, 2009.
- (4) Security is non-income producing.
- (5) Fair value based on opinions of value submitted by Standard & Poor's Securities Evaluations, Inc. at March 31, 2009.
- (6) Last Out Tranche of senior debt, meaning if the portfolio company is liquidated then the holder of the Last Out Tranche is paid after the senior debt.
- (7) Security valued based on the sale price obtained at or subsequent to March 31, 2009, since the security was sold.
- (8) Revolver was sold to third party subsequent to March 31, 2009. See Note 13, Subsequent Events, for detail.
- (9) Terms of agreement were refinanced and revolver limit was reduced. See Note 13, Subsequent Events, for detail.
- (10) The Company received non-cash assumption of \$3,043 worth of senior notes received from American Greetings Corporation for the Company's agreement to the RPG bankruptcy settlement in which the Company received the aforementioned notes and \$909 in cash and recognized a loss on the settlement of approximately \$601.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.*

Table of Contents

**GLADSTONE INVESTMENT CORPORATION**  
**CONSOLIDATED SCHEDULES OF INVESTMENTS**

**MARCH 31, 2008**

**(DOLLAR AMOUNTS IN THOUSANDS)**

| Company (1)                                  | Industry   | Investment (2)                                | Cost     | Fair Value |
|--|--|---|----------|------------|
| <b>NON-CONTROL/NON-AFFILIATE INVESTMENTS</b> |  |   |          |            |
| <i>Senior Syndicated Loans:</i>              |  |   |          |            |
| Activant Solutions, Inc.                     | Service - enterprise software and services                       | Senior Term Debt (6.7%, Due 5/2013) (3)       | \$ 1,734 | \$ 1,478   |
| Advanced Homecare Holdings, Inc.             | Service - home health nursing services                           | Senior Term Debt (6.4%, Due 8/2014) (3)       | 2,977    | 2,829      |
| Aeroflex, Inc.                               | Service - provider of highly specialized electronic equipment    | Senior Term Debt (6.4%, Due 8/2014) (3)       | 1,898    | 1,851      |
| Compsych Investments Corp.                   | Service - employee assistance programs                           | Senior Term Debt (5.5%, Due 2/2012) (3), (5)  | 3,421    | 2,965      |
| CRC Health Group, Inc.                       | Service - substance abuse treatment                              | Senior Term Debt (4.9%, Due 2/2012) (3)       | 9,878    | 8,536      |
| Critical Homecare Solutions, Inc.            | Service - home therapy and respiratory treatment                 | Senior Term Debt (6.1%, Due 1/2012) (3), (5)  | 4,505    | 4,480      |
| Dealer Computer Services, Inc.               | Manufacturing & Service - systems for automotive retailers       | Senior Term Debt (6.8%, Due 9/2013) (3)       | 1,799    | 1,595      |
| Generac Acquisition Corp.                    | Manufacturing - standby power products                           | Senior Term Debt (7.2%, Due 11/2013) (3), (5) | 6,874    | 5,435      |
| Graham Packaging Holdings Company            | Manufacturing - plastic containers                               | Senior Term Debt (5.9%, Due 10/2011) (3)      | 5,420    | 4,938      |
| Hargray Communications Group, Inc.           | Service - triple-play (cable, phone, internet) provider          | Senior Term Debt (4.9%, Due 6/2014) (3)       | 963      | 860        |
| HMTBP Acquisition II Corp.                   | Service - aboveground storage tanks                              | Senior Term Debt (4.9%, Due 5/2014) (3), (5)  | 3,878    | 3,529      |
| Hudson Products Holdings, Inc.               | Manufacturing - heat transfer solutions                          | Senior Term Debt (7.0%, Due 12/2013) (3)      | 6,020    | 5,283      |
| Huish Detergents, Inc.                       | Manufacturing - household cleaning products                      | Senior Term Debt (4.7%, Due 4/2014) (3)       | 1,986    | 1,652      |
| Hyland Software, Inc.                        | Service - provider of enterprise content management software     | Senior Term Debt (5.9%, Due 7/2013) (3)       | 3,955    | 3,671      |
| Interstate Fibernet, Inc.                    | Service - provider of voice and data telecommunications services | Senior Term Debt (6.7%, Due 7/2013) (3)       | 9,932    | 9,676      |
| KIK Custom Products, Inc.                    | Manufacturing - consumer products                                | Senior Term Debt (4.9%, Due 5/2014) (3)       | 3,981    | 2,746      |
| Kronos, Inc.                                 | Service - workforce management solutions                         | Senior Term Debt (5.0%, Due 6/2014) (3)       | 1,971    | 1,577      |
| Lexicon Marketing USA, Inc.                  | Service - marketing to Hispanic community                        | Senior Term Debt (non-accrual) (3), (5)       | 2,947    | 412        |
| Local TV Finance, LLC                        | Service - television station operator                            | Senior Term Debt (5.2%, Due 5/2013) (3)       | 995      | 824        |
| LVI Services, Inc.                           | Service - asbestos and mold remediation                          | Senior Term Debt (7.5%, Due 11/2010) (3), (5) | 6,369    | 5,083      |
| MedAssets, Inc.                              | Service - pharmaceuticals and healthcare GPO                     | Senior Term Debt (5.2%, Due 10/2013) (3), (5) | 4,004    | 3,702      |
| National Mentor Holdings, Inc.               | Service - home health care                                       | Senior Term Debt (4.8%, Due 6/2013) (3)       | 1,968    | 1,672      |
| Network Solutions, LLC                       |  |   | 9,196    | 7,355      |



Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

|  |  |   |                   |                   |
|--|--|---|-------------------|-------------------|
|  | Service - internet domain solutions                          | Senior Term Debt (5.2%, Due 3/2014) (3)                       |                   |                   |
| NPC International Inc.                             | Service - Pizza Hut franchisee                               | Senior Term Debt (4.7%, Due 5/2013) (3)                       | 2,895             | 2,537             |
| Open Solutions, Inc.                               | Service - software outsourcing for financial institutions    | Senior Term Debt (5.8%, Due 1/2014) (3)                       | 2,678             | 2,196             |
| Ozburn-Hessey Holding Co. LLC                      | Service - third party logistics                              | Senior Term Debt (6.3%, Due 8/2012) (3)                       | 7,628             | 5,979             |
| Pinnacle Foods Finance, LLC                        | Manufacturing - branded food products                        | Senior Term Debt (7.4%, Due 4/2014) (3)                       | 3,971             | 3,454             |
| PTS Acquisition Corp.                              | Manufacturing - drug delivery and packaging technologies     | Senior Term Debt (7.1%, Due 4/2014) (3)                       | 6,948             | 5,697             |
| QTC Acquisition, Inc.                              | Service - outsourced disability evaluations                  | Senior Term Debt (5.4%, Due 11/2012) (3)                      | 1,930             | 1,638             |
| Radio Systems Corporation                          | Service - design electronic pet containment products         | Senior Term Debt (5.5%, Due 9/2013) (3)                       | 1,966             | 1,807             |
| Rally Parts, Inc.                                  | Manufacturing - aftermarket motorcycle parts and accessories | Senior Term Debt (5.2%, Due 11/2013) (3)                      | 2,486             | 2,074             |
| RPG Holdings, Inc.                                 | Manufacturing and design - greeting cards                    | Senior Term Debt (8.8%, Due 12/2011) (3)                      | 4,553             | 3,869             |
| SafeNet, Inc.                                      | Service - chip encryption products                           | Senior Term Debt (7.1%, Due 4/2014) (3)                       | 2,980             | 2,382             |
| SGS International, Inc.                            | Service - digital imaging and graphics                       | Senior Term Debt (6.9%, Due 12/2011) (3)                      | 1,594             | 1,430             |
| Stolle Machinery Company                           | Manufacturing - can-making equipment and parts               | Senior Term Debt (7.8%, Due 9/2012) (3)                       | 494               | 458               |
| Survey Sampling, LLC                               | Service - telecommunications-based sampling                  | Senior Term Debt (5.2%, Due 5/2011) (3), (5)                  | 2,931             | 2,527             |
| Synagro Technologies, Inc.                         | Service - waste treatment and recycling                      | Senior Term Debt (5.1%, Due 3/2014) (3)                       | 498               | 422               |
| Triad Laboratory Alliance, LLC                     | Service - regional medical laboratories                      | Senior Term Debt (5.9%, Due 12/2011) (3), (5)                 | 4,900             | 4,154             |
| United Surgical Partners International, Inc.       | Service - outpatient surgical provider                       | Senior Term Debt (5.4%, Due 4/2014) (3)                       | 1,320             | 1,152             |
| Wastequip, Inc.                                    | Service - process and transport waste materials              | Senior Term Debt (4.9%, Due 2/2013) (3)                       | 2,922             | 2,337             |
| WaveDivision Holdings, LLC                         | Service - cable  | Senior Term Debt (6.7%, Due 6/2014) (3), (5)                  | 1,925             | 1,814             |
| West Corporation                                   | Service - business process outsourcing                       | Senior Term Debt (5.3%, Due 10/2013) (3)                      | 3,357             | 2,929             |
| <i>Subtotal - Senior Syndicated Loans</i>          |  |   | \$ 154,647        | \$ 131,005        |
| <b><i>Non-Syndicated Loans</i></b>                 |  |   |                   |                   |
| B-Dry, LLC   | Service - basement waterproofer                              | Revolving Credit Facility, \$-0-available (7.3%, Due 10/2008) | 750               | 750               |
|  |  | Senior Term Debt (10.0%, Due 5/2014)                          | 6,749             | 6,749             |
|  |  | Senior Term Debt (10.0%, Due 5/2014)                          | 3,970             | 3,970             |
|  |  | Common Stock Warrants (4)                                     | 300               | 265               |
|  |  |   | 11,769            | 11,734            |
| <b>Total Non-Control/Non-Affiliate Investments</b> |  |   | \$ <b>166,416</b> | \$ <b>142,739</b> |

Table of Contents**GLADSTONE INVESTMENT CORPORATION****CONSOLIDATED SCHEDULES OF INVESTMENTS (Continued)****MARCH 31, 2008****(DOLLAR AMOUNTS IN THOUSANDS)**

| <b>Company (1)</b>         | <b>Industry</b>   | <b>Investment (2)</b>  | <b>Cost</b> | <b>Fair Value</b> |
|----------------------------|---|--|-------------|-------------------|
| <b>CONTROL INVESTMENTS</b> |   |  |             |                   |
| A. Stucki Holding Corp.    | Manufacturing - railroad freight car products             | Senior Term Debt (7.6%, Due 3/2012)                            | \$ 13,391   | \$ 13,391         |
|                            |   | Senior Term Debt (9.8%, Due 3/2012) (6)                        | 11,000      | 11,000            |
|                            |   | Senior Subordinated Term Debt (13%, Due 3/2014)                | 5,486       | 5,486             |
|                            |   | Preferred Stock (4)  | 4,387       | 4,748             |
|                            |   | Common Stock (4)   | 130         | 10,062            |
|                            |   |  | 34,394      | 44,687            |
| Acme Cryogenics, Inc.      | Manufacturing - manifolds and pipes for industrial gasses | Senior Subordinated Term Debt (11.5%, Due 3/2013)              | 14,500      | 14,500            |
|                            |   | Redeemable Preferred Stock (4)                                 | 6,984       | 7,795             |
|                            |   | Common Stock (4)   | 1,045       | 2,977             |
|                            |   | Common Stock Warrants (4)                                      | 25          | 291               |
|                            |   |  | 22,554      | 25,563            |
| ASH Holdings Corp.         | Retail and Service - school buses and parts               | Revolver, \$1,250 available (non-accrual, Due 3/2010)          | 750         |                   |
|                            |   | Senior Subordinated Term Debt (non-accrual, Due 1/2012)        | 5,250       |                   |
|                            |   | Preferred Stock (4)  | 2,500       |                   |
|                            |   | Common Stock Warrants (4)                                      | 4           |                   |
|                            |   |  | 8,504       |                   |
| Cavert II Holding Corp.    | Manufacturing - bailing wire                              | Revolving Credit Facility, \$600 available (8.0%, Due 10/2010) | 2,400       | 2,400             |
|                            |   | Senior Term Debt (8.3%, Due 10/2012)                           | 6,337       | 6,337             |
|                            |   | Senior Term Debt (10.0%, Due 10/2012) (6)                      | 3,000       | 3,000             |
|                            |   | Senior Subordinated Term Debt (13.0%, Due 10/2014)             | 4,671       | 4,671             |
|                            |   | Preferred Stock (4)  | 4,110       | 4,252             |
|                            |   | Common Stock (4)   | 69          | 688               |
|                            | 20,587  | 21,348   |             |                   |
| Chase II Holdings Corp.    | Manufacturing - traffic doors                             | Revolving Credit Facility, \$220 available (7.1%, Due 3/2008)  | 3,280       | 3,280             |
|                            |   | Senior Term Debt (8.8%, Due 3/2011)                            | 9,900       | 9,900             |
|                            |   | Senior Term Debt (12.0%, Due 3/2011) (6)                       | 7,840       | 7,840             |
|                            |   | Senior Subordinated Term Debt (13.0%, Due 3/2013)              | 6,168       | 6,168             |
|                            |   | Redeemable Preferred Stock (4)                                 | 6,961       | 8,455             |
|                            |   | Common Stock (4)   | 61          | 3,508             |
|                            | 34,210  | 39,151   |             |                   |
| Quench Holdings Corp.      |   |  | 1,500       | 1,500             |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

|  |   |                   |                   |
|--|---|-------------------|-------------------|
| Service - sales, installation and service of water coolers | Revolving Credit Facility, \$- available (7.1%, Due 3/2009) |                   |                   |
|  | Senior Term Debt (7.1%, Due 3/2011)                         | 4,250             | 4,250             |
|  | Senior Subordinated Term Debt (11.5%, Due 3/2011)           | 7,820             | 7,820             |
|  | Equipment Line Note (7)                                     | 1,088             | 1,088             |
|  | Convertible Preferred Stock (4)                             | 3,000             |                   |
|  | Common Stock (4)  | 447               |                   |
|  |   | 18,105            | 14,658            |
| <b>Total Control Investments</b>                           |   | <b>\$ 138,354</b> | <b>\$ 145,407</b> |

Table of Contents

**GLADSTONE INVESTMENT CORPORATION**  
**CONSOLIDATED SCHEDULES OF INVESTMENTS (Continued)**

**MARCH 31, 2008**

**(DOLLAR AMOUNTS IN THOUSANDS)**

| Company (1)                        | Industry  | Investment (2)  | Cost              | Fair Value        |
|------------------------------------|---|---|-------------------|-------------------|
| <b>AFFILIATE INVESTMENTS</b>       |   |   |                   |                   |
| Danco Acquisition Corp.            | Manufacturing - machining and sheet metal work          | Revolving Credit Facility, \$2,400 available (9.3%, Due 10/2010)    | \$ 600            | \$ 600            |
|                                    |   | Senior Term Debt (9.3%, Due 10/2012)                                | 5,550             | 5,550             |
|                                    |   | Senior Term Debt (11.5%, Due 4/2013)                                | 8,578             | 8,578             |
|                                    |   | Redeemable Preferred Stock (4)                                      | 2,500             | 2,576             |
|                                    |   | Common Stock Warrants (4)   | 3                 | 1,045             |
|                                    |   | 17,231  | 18,349            |                   |
| Mathey Investments, Inc.           | Manufacturing - pipe-cutting and pipe-fitting equipment | Revolving Credit Facility, \$2,000 available (9.0%, Due 3/2011) (8) |                   |                   |
|                                    |   | Senior Term Debt (9.0%, Due 3/2013) (8)                             | 2,500             | 2,500             |
|                                    |   | Senior Term Debt (12.0%, Due 3/2014) (8)                            | 7,300             | 7,300             |
|                                    |   | Common Stock (4), (8)   | 500               | 500               |
|                                    |   | Common Stock Warrants (4), (8)                                      | 277               | 277               |
|                                    |   | 10,577  | 10,577            |                   |
| Noble Logistics, Inc.              | Service - aftermarket auto parts delivery               | Revolving Credit Facility, \$100 available (7.1%, Due 12/2009)      | 1,900             | 1,900             |
|                                    |   | Senior Term Debt (8.5%, Due 12/2011)                                | 6,077             | 6,077             |
|                                    |   | Senior Term Debt (10.5%, Due 3/2011) (6)                            | 7,000             | 7,000             |
|                                    |   | Preferred Stock (4)   | 1,750             | 2,108             |
|                                    |   | Common Stock (4)  | 1,500             | 1,447             |
|                                    |   | 18,227  | 18,532            |                   |
| <b>Total Affiliate Investments</b> |   |   | <b>\$ 46,035</b>  | <b>\$ 47,458</b>  |
| <b>Total Investments</b>           |   |   | <b>\$ 350,805</b> | <b>\$ 335,604</b> |

- (1) Certain of the listed securities are issued by affiliate(s) of the indicated portfolio company.
- (2) Percentage represents the weighted average interest rates in effect at March 31, 2008, and due date represents the contractual maturity date.
- (3) Marketable securities, such as syndicated loans, are valued based on the indicative bid price on or near March 31, 2008, offered by the respective syndication agent's trading desk, or secondary desk.
- (4) Security is non-income producing.
- (5) Fair value based on opinions of value submitted by Standard & Poor's Securities Evaluations, Inc. at March 31, 2008.
- (6) Last Out Tranche of senior debt, meaning if the portfolio company is liquidated then the holder of the Last Out Tranche is paid after the senior debt.
- (7) Total available for future borrowing for the purposes of purchasing equipment is \$1,500. The undrawn amount of \$411 may be drawn to purchase additional equipment through 10/31/2010. The interest rate on all amounts drawn on the equipment line note is 12% except for one draw of \$188 whose interest rate is 15%. Each draw on the equipment line note is subject to its own amortization and maturity, typically over a period of 20-24 months. At March 31, 2008, the last amortization payment due under current amounts drawn under the equipment line note is 11/2009.

(8) Valued at cost due to recent acquisition.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.*

Table of Contents

## GLADSTONE INVESTMENT CORPORATION

## CONSOLIDATED STATEMENTS OF OPERATIONS

(DOLLAR AMOUNTS IN THOUSANDS EXCEPT PER SHARE DATA)

|  | Year Ended March 31, |            |            |
|--|----------------------|------------|------------|
|  | 2009                 | 2008       | 2007       |
| <b>INVESTMENT INCOME</b>   |                      |            |            |
| Interest income  |                      |            |            |
| Non-Control/Non-Affiliate investments  | \$ 8,466             | \$ 14,575  | \$ 9,572   |
| Control investments  | 11,291               | 10,768     | 5,486      |
| Affiliate investments  | 5,376                | 2,286      | 536        |
| Cash and cash equivalents  | 67                   | 217        | 1,662      |
| Total interest income  | 25,200               | 27,846     | 17,256     |
| Other income   | 612                  | 48         | 6          |
| Total investment income  | 25,812               | 27,894     | 17,262     |
| <b>EXPENSES</b>  |                      |            |            |
| Loan servicing fee (Refer to Note 4)   | 5,002                | 5,014      | 1,569      |
| Base management fee (Refer to Note 4)  | 1,699                | 1,803      | 2,413      |
| Administration fee (Refer to Note 4)   | 821                  | 855        | 527        |
| Interest expense   | 5,349                | 7,733      | 608        |
| Amortization of deferred financing fees  | 323                  | 734        | 234        |
| Professional fees  | 532                  | 416        | 586        |
| Stockholder related costs  | 485                  | 268        | 273        |
| Insurance expense  | 222                  | 231        | 262        |
| Directors fees   | 194                  | 232        | 208        |
| Other expenses   | 271                  | 365        | 312        |
| Expenses before credit from Adviser  | 14,898               | 17,651     | 6,992      |
| Credit to base management fee from Adviser (Refer to Note 4)                             | (2,474)              | (2,809)    | (878)      |
| Total expenses net of credit to base management fee                                      | 12,424               | 14,842     | 6,114      |
| NET INVESTMENT INCOME  | 13,388               | 13,052     | 11,148     |
| <b>REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS:</b>                               |                      |            |            |
| Realized loss on sale of Non-Control/Non-Affiliate investments                           | (5,023)              | (2,412)    | (94)       |
| Net unrealized depreciation of Non-Control/Non-Affiliate investments                     | (16,418)             | (23,278)   | (562)      |
| Net unrealized appreciation (depreciation) of Control investments                        | 9,029                | 10,339     | (3,236)    |
| Net unrealized (depreciation) appreciation of Affiliate investments                      | (12,425)             | 1,411      | 13         |
| Net unrealized depreciation on derivative  |                      | (53)       |            |
| Net loss on investments  | (24,837)             | (13,993)   | (3,879)    |
| NET (DECREASE) INCREASE IN NET ASSETS RESULTING FROM OPERATIONS                          | \$ (11,449)          | \$ (941)   | \$ 7,269   |
| <b>NET (DECREASE) INCREASE IN NET ASSETS RESULTING FROM OPERATIONS PER COMMON SHARE:</b> |                      |            |            |
| Basic and diluted  | \$ (0.53)            | \$ (0.06)  | \$ 0.44    |
| <b>WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING:</b>                              |                      |            |            |
| Basic and diluted weighted average shares  | 21,545,936           | 16,560,100 | 16,560,100 |



Table of Contents

**GLADSTONE INVESTMENT CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

|   | 2009       | Year Ended March 31, |    | 2007     |
|---|------------|----------------------|----|----------|
|   |            | 2008                 |    |          |
| <i>Operations:</i>  |            |                      |    |          |
| Net investment income   | \$ 13,388  | \$ 13,052            | \$ | 11,148   |
| Realized loss on sale of investments                            | (5,023)    | (2,412)              |    | (94)     |
| Net unrealized depreciation of portfolio                        | (19,814)   | (11,528)             |    | (3,785)  |
| Unrealized depreciation of derivative                           |            | (53)                 |    |          |
| Net (decrease) increase in net assets from operations           | (11,449)   | (941)                |    | 7,269    |
| <i>Capital transactions:</i>                                    |            |                      |    |          |
| Issuance of common stock  | 41,290     |                      |    |          |
| Shelf offering registration costs                               | (728)      | (32)                 |    | (133)    |
| Net increase (decrease) in net assets from capital transactions | 40,562     | (32)                 |    | (133)    |
| <i>Distributions to stockholders from:</i>                      |            |                      |    |          |
| Net investment income   | (13,388)   | (13,052)             |    | (10,681) |
| Tax return on capital   | (7,368)    | (2,349)              |    | (3,478)  |
| Net decrease in net assets from distributions to stockholders   | (20,756)   | (15,401)             |    | (14,159) |
| Total increase (decrease) in net assets                         | 8,357      | (16,374)             |    | (7,023)  |
| Net assets at beginning of period                               | 206,445    | 222,819              |    | 229,842  |
| Net assets at end of period                                     | \$ 214,802 | \$ 206,445           | \$ | 222,819  |

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*



Table of Contents

**GLADSTONE INVESTMENT CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

|  | 2009            | Year Ended March 31,<br>2008 | 2007             |
|--|-----------------|------------------------------|------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                 |                              |                  |
| Net (decrease) increase in net assets resulting from operations  | \$ (11,449)     | \$ (941)                     | \$ 7,269         |
| Adjustments to reconcile net (decrease) increase in net assets resulting from operations to net cash provided by (used in) operating activities: |                 |                              |                  |
| Purchase of investments  | (49,959)        | (175,255)                    | (182,953)        |
| Principal repayments on investments  | 32,828          | 64,240                       | 30,422           |
| Proceeds from sale of investments  | 13,914          | 32,197                       | 30,744           |
| Net unrealized depreciation of investment portfolio  | 19,814          | 11,528                       | 3,785            |
| Net unrealized depreciation on derivative  |                 | 53                           |                  |
| Net realized loss on sales of investments  | 5,023           | 2,412                        | 94               |
| Net amortization of premiums and discounts   | 54              | 222                          | 342              |
| Amortization of deferred financing fees  | (323)           | 734                          | 234              |
| Decrease (increase) in interest receivable   | 162             | (356)                        | (545)            |
| Decrease (increase) due from custodian   | 1,693           | 8,296                        | (12,695)         |
| Decrease (increase) in prepaid assets  | 308             | (367)                        | 19               |
| Decrease (increase) in other assets  | 244             | (337)                        | 50               |
| Increase (decrease) in accounts payable and accrued expenses   | 371             | 192                          | 157              |
| (Decrease) increase in administration fee payable to Administrator (See Note 4)  | (29)            | 46                           | (120)            |
| Increase (decrease) in base management fee payable to Adviser (See Note 4)   | 269             | (80)                         | 103              |
| Increase in loan servicing fee payable to Adviser (See Note 4)   | 7               | 11                           | 283              |
| Increase in other liabilities  | 38              | 4                            | 81               |
| Net cash provided by (used in) operating activities  | 12,965          | (57,401)                     | (122,730)        |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                 |                              |                  |
| Net proceeds from the issuance of common stock   | 40,562          | (32)                         | (133)            |
| Borrowings from the line of credit   | 123,850         | 222,850                      | 103,500          |
| Repayments on the line of credit   | (158,420)       | (178,015)                    | (3,500)          |
| Deferred finance costs   | (325)           | (430)                        | (862)            |
| Distributions paid   | (20,756)        | (15,401)                     | (14,159)         |
| Net cash (used in) provided by financing activities  | (15,089)        | 28,972                       | 84,846           |
| <b>NET DECREASE IN CASH AND CASH EQUIVALENTS (1)</b>   | <b>(2,124)</b>  | <b>(28,429)</b>              | <b>(37,884)</b>  |
| <b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>  | <b>9,360</b>    | <b>37,789</b>                | <b>75,673</b>    |
| <b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>  | <b>\$ 7,236</b> | <b>\$ 9,360</b>              | <b>\$ 37,789</b> |
| <b>CASH PAID DURING PERIOD FOR INTEREST</b>  | <b>\$ 5,428</b> | <b>\$ 7,367</b>              | <b>\$ 360</b>    |
| <b>CASH PAID DURING PERIOD FOR TAXES</b>   |                 |                              |                  |
| <b>NON-CASH ACTIVITIES (2)</b>   | <b>\$ 3,043</b> |                              |                  |

- (1) Cash and cash equivalents consist of demand deposits and highly liquid investments with original maturities of three months or less when purchased.
- (2) Non-cash activities represents the assumption of senior term notes from American Greetings Corporation in exchange for a settlement agreement related to RPG, a senior syndicated loan.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART TO THESE CONSOLIDATED FINANCIAL STATEMENTS.*

Table of Contents

## GLADSTONE INVESTMENT CORPORATION

## CONSOLIDATED FINANCIAL HIGHLIGHTS

(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT DATA)

|   | 2009 | Year Ended March 31, |            | 2007       |
|---|------|----------------------|------------|------------|
|   |      | 2008                 |            |            |
| <b>Per Share Data (1)</b>                                       |      |                      |            |            |
| Balance at beginning of period                                  | \$   | 12.47                | \$ 13.46   | \$ 13.88   |
| <i>Income from investment operations</i>                        |      |                      |            |            |
| Net investment income (2)                                       |      | 0.62                 | 0.79       | 0.67       |
| Realized loss on sale of investments (2)                        |      | (0.23)               | (0.15)     | (0.01)     |
| Net unrealized depreciation of investments (2)                  |      | (0.92)               | (0.70)     | (0.22)     |
| Total from investment operations                                |      | (0.53)               | (0.06)     | 0.44       |
| <i>Distributions to stockholders:</i>                           |      |                      |            |            |
| Net investment income   |      | (0.62)               | (0.78)     | (0.75)     |
| Tax return on capital   |      | (0.34)               | (0.15)     | (0.10)     |
| Total distributions (3)   |      | (0.96)               | (0.93)     | (0.85)     |
| Rights offering costs   |      | (0.03)               |            | (0.01)     |
| Effect on distribution of rights offering after record date (4) |      | (1.22)               |            |            |
| Net asset value at end of period                                | \$   | 9.73                 | \$ 12.47   | \$ 13.46   |
| Per share market value at beginning of period                   | \$   | 9.32                 | \$ 14.87   | \$ 15.10   |
| Per share market value at end of period                         |      | 3.82                 | 9.41       | 14.87      |
| Total return (5)  |      | (51.65)%             | (31.54)%   | 4.36%      |
| Shares outstanding at end of period                             |      | 22,080,133           | 16,560,100 | 16,560,100 |
| <b>Statement of Assets and Liabilities Data:</b>                |      |                      |            |            |
| Net assets at end of period                                     | \$   | 214,802              | \$ 206,445 | \$ 222,819 |
| Average net assets (6)  |      | 228,869              | 219,626    | 225,643    |
| <b>Senior Securities Data:</b>                                  |      |                      |            |            |
| Borrowing under line of credit                                  | \$   | 110,265              | \$ 144,835 | \$ 100,000 |
| Asset coverage ratio (7), (8)                                   |      | 295%                 | 243%       | 323%       |
| Average coverage per unit (8)                                   | \$   | 2,948                | \$ 2,425   | \$ 3,228   |
| <b>Ratios/Supplemental Data:</b>                                |      |                      |            |            |
| Ratio of expenses to average net assets (9)                     |      | 6.51%                | 8.04%      | 3.10%      |
| Ratio of net expenses to average net assets (10)                |      | 5.43%                | 6.76%      | 2.71%      |
| Ratio of net investment income to average net assets            |      | 5.85%                | 5.94%      | 4.94%      |

(1) Based on actual shares outstanding at the end of the corresponding period.

(2) Based on weighted average basic per share data.

(3) Distributions are determined based on taxable income calculated in accordance with income tax regulations which may differ from amounts determined under accounting principles generally accepted in the United States of America.

(4) The effect of distributions from the stock rights offering after the record date represents the effect on net asset value of issuing additional shares after the record date of a distribution.

(5) Total return equals the change in the market value of the Company's common stock from the beginning of the period taking into account distributions reinvested in accordance with the terms of our distribution reinvestment plan. For further information on estimated character of our distributions, please refer to Note 9.

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

- (6) Calculated using the average of the ending monthly net assets for the respective periods.
- (7) As a business development company, the Company is generally required to maintain a ratio of at least 200% of total assets to total borrowings.
- (8) Asset coverage ratio is the ratio of the carrying value of the Company's total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is expressed in terms of dollar amounts per \$1,000 of indebtedness.
- (9) Ratio of expenses to average net assets is computed using expenses before credit from the Adviser.
- (10) Ratio of net expenses to average net assets is computed using total expenses net of credits to the management fee.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*

Table of Contents

**GLADSTONE INVESTMENT CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2009**

**(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA OR UNLESS OTHERWISE INDICATED)**

**Note 1. Organization**

Gladstone Investment Corporation (the Company) was incorporated under the General Corporation Laws of the State of Delaware on February 18, 2005 and completed an initial public offering on June 22, 2005. The Company is a closed-end, non-diversified management investment company that has elected to be treated as a business development company under the Investment Company Act of 1940, as amended (the 1940 Act). In addition, the Company has elected to be treated for tax purposes as a regulated investment company (RIC) under the Internal Revenue Code of 1986, as amended (the Code). The Company's investment objectives are to achieve a high level of current income and capital gains by investing in debt and equity securities of established private businesses.

Gladstone Business Investment, LLC (Business Investment) a wholly-owned subsidiary of the Company, was established on August 11, 2006 for the sole purpose of owning the Company's portfolio of investments in connection with its line of credit. The financial statements of Business Investment are consolidated with those of the Company.

The Company is externally managed by Gladstone Management Corporation (the Adviser), an unconsolidated affiliate of the Company.

**Note 2. Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated.

*Consolidation*

Under Article 6 of Regulation S-X under the Securities Act of 1933, as amended, and the authoritative accounting guidance provided by the AICPA Audit and Accounting Guide for Investment Companies, the Company is not permitted to consolidate any subsidiary or other entity that is not an investment company.

*Use of Estimates*

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America that require management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

*Cash and Cash Equivalents*

The Company considers all short-term, highly liquid investments that are both readily convertible to cash and have a maturity of three months or less at the time of purchase to be cash equivalents. Items classified as cash equivalents include temporary investments in commercial paper and money-market funds. Cash and cash equivalents are carried at cost which approximates fair value.

*Concentrations of Credit Risk*

The Company places its cash and cash equivalents with financial institutions, and, at times, cash held in checking accounts may exceed the Federal Deposit Insurance Corporation insured limit. The Company seeks to mitigate this risk by depositing funds with major financial institutions.

Table of Contents

*Classification of Investments*

The 1940 Act requires classification of the Company's investments by its respective level of control. As defined in the 1940 Act, **Control Investments** are investments in those portfolio companies that the Company is deemed to **Control**. **Affiliate Investments** are investments in those portfolio companies that are **Affiliated Companies** of the Company, as defined in the 1940 Act, other than **Control Investments**.

**Non-Control/Non-Affiliate Investments** are those that are neither **Control Investments** nor **Affiliate Investments**. In general, the 1940 Act prescribes that the Company has control over a portfolio company if it owns greater than 25% of the voting securities of the portfolio company. The Company is deemed to be an affiliate of a portfolio company if it owns between 5% and 25% of the voting securities of such portfolio company or has one or more seats on the affiliated company's board of directors. However, if the Company holds 50% or more contractual representation on a portfolio company's board of directors, the Company will be deemed to have control over the portfolio company.

*Investment Valuation Policy*

The Company carries its investments at market value to the extent that market quotations are readily available and reliable, and otherwise at fair value, as determined in good faith by its Board of Directors. In determining the fair value of the Company's investments, the Adviser has established an investment valuation policy (the **Policy**). The **Policy** is approved by the Company's Board of Directors and each quarter the Board of Directors reviews whether the Adviser has applied the **Policy** consistently and votes whether or not to accept the recommended valuation of the Company's investment portfolio.

The Company uses generally accepted valuation techniques to value its portfolio unless the Company has specific information about the value of an investment to determine otherwise. From time to time the Company may accept an appraisal of a business in which the Company holds securities. These appraisals are expensive and occur infrequently but provide a third-party valuation opinion that may differ in results, techniques and scopes used to value the Company's investments. When these specific third-party appraisals are engaged or accepted, the Company uses such appraisals to value the investment the Company has in that business if it was determined that the appraisals were the best estimate of fair value.

The **Policy**, which is summarized below, applies to publicly-traded securities, securities for which a limited market exists, and securities for which no market exists.

**Publicly-traded securities:** The Company determines the value of publicly-traded securities based on the closing price for the security on the exchange or securities market on which it is listed and primarily traded on the valuation date. To the extent that the Company owns restricted securities that are not freely tradable, but for which a public market otherwise exists, the Company will use the market value of that security adjusted for any decrease in value resulting from the restrictive feature.

**Securities for which a limited market exists:** The Company values securities that are not traded on an established secondary securities market, but for which a limited market for the security exists, such as certain participations in, or assignments of, syndicated loans, at the quoted price. In valuing these assets, the Company assesses trading activity in an asset class, evaluates variances in prices and other market insights to determine if any available quote prices are reliable. If the Company concludes that quotes based on active markets or trading activity may be relied upon, firm bid prices are requested; however, if a firm bid price is unavailable, the Company bases the value of the security upon the

indicative bid price offered by the respective originating syndication agent's trading desk, or secondary desk, on or near the valuation date. To the extent that the Company uses the indicative bid price as a basis for valuing the security, the Adviser may take further steps to consider additional information to validate that price in accordance with the Policy.

In the event these limited markets become illiquid such that market prices are no longer readily available, the Company will value its syndicated loans using estimated net present values of the future cash flows or discounted cash flows ( DCF ). The use of a DCF methodology follows that prescribed by the Financial Accounting Standards Board ( FASB ) Staff Position No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active* ( FSP No. 157-3 ), which provides guidance on the use of a reporting entity's own assumptions about future cash flows and risk-adjusted discount rates when relevant observable inputs, such as quotes in active markets, are not available. When relevant observable market data does not exist, the alternative outlined in the FSP No. 157-3 is the use of valuing investments based on DCF. For the purposes of using DCF to provide fair value estimates, the Company considered multiple inputs such as a risk-adjusted discount rate that incorporates adjustments that market participants would make both for nonperformance and liquidity risks. As such, the Company developed a modified discount rate approach that incorporates risk premiums including, among others, increased probability of default, or higher loss given default, or increased liquidity risk.



Table of Contents

The DCF valuations applied to the syndicated loans provide an estimate of what the Company believes a market participant would pay to purchase a syndicated loan in an active market, thereby establishing a fair value. The Company will continue to apply the DCF methodology in illiquid markets until quoted prices are available or are deemed reliable based on trading activity. However, the Company valued the majority of its syndicated loans using the sale price obtained at or subsequent to March 31, 2009, since the security was sold. As of March 31, 2009, the portion of the Company's investment portfolio that was valued using DCF was approximately \$14.3 million, or 4.6% of the fair value of its total portfolio of investments.

**Securities for which no market exists:** The valuation methodology for securities for which no market exists falls into three categories: (1) portfolio investments comprised solely of debt securities; (2) portfolio investments in controlled companies comprised of a bundle of securities, which can include debt and/or equity securities; and (3) portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and/or equity securities.

(1) **Portfolio investments comprised solely of debt securities:** Debt securities that are not publicly traded on an established securities market, or for which a limited market does not exist ( Non-Public Debt Securities ), and that are issued by portfolio companies where the Company has no equity, or equity-like securities, are fair valued in accordance with the terms of the Policy, which utilizes opinions of value submitted to the Company by Standard & Poor's Securities Evaluations, Inc. ( SPSE ). The Company may also submit Paid in Kind ( PIK ) interest to SPSE for their evaluation when it is determined the PIK interest is likely to be received.

(2) **Portfolio investments in controlled companies comprised of a bundle of investments, which can include debt and/or equity securities:** For the Company's Non-Public Debt Securities and equity or equity-like securities (e.g. preferred equity, equity, or other equity-like securities) that are purchased together as part of a package, where the Company has control or could gain control through an option or warrant security, both the debt and equity securities of the portfolio investment would exit in the mergers and acquisition market as the principal market, generally through a sale or recapitalization of the portfolio company. Further, the Company believes that the in-use premise of value (as defined in SFAS No. 157), which assumes the debt and equity securities are sold together, is appropriate as this would provide maximum proceeds to the seller. As a result, the Company will continue to use the enterprise value methodology utilizing a liquidity waterfall approach to determine the fair value of these investments under SFAS No. 157 if the Company has the ability to initiate a sale of a portfolio company as of the measurement date. Under this approach, the Company first calculates the total enterprise value of the issuer by incorporating some or all of the following factors to determine the total enterprise value of the issuer: the issuer's ability to make payments, the earnings of the issuer, recent sales to third parties of similar securities, the comparison to publicly traded securities, and discounted cash flow or other pertinent factors.

(3) **Portfolio investments in non-controlled companies comprised of a bundle of investments, which can include debt and/or equity securities:** The Company values Non-Public Debt Securities that are purchased together with equity and equity-like securities from the same portfolio company, or issuer, for which the Company does not control or cannot gain control as of the measurement date, using a hypothetical secondary market as the Company's principal market. In accordance with SFAS No. 157, the Company determines its fair value of these debt securities of non-control investments assuming the sale of an individual debt security using the in-exchange premise of value (as defined in SFAS No. 157). As such, the Company estimates the fair value of the debt component using estimates of value provided by SPSE and its own assumptions in the absence of market observable data, including synthetic credit ratings, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. For equity and equity-like securities of investments for which the Company does not control or cannot gain control as of the measurement date, the Company values the equity portion based principally on the total enterprise value of the issuer, which is calculated using a liquidity waterfall approach.

Due to the uncertainty inherent in the valuation process, such estimates of fair value may differ significantly from the values that would have been obtained had a ready market for the securities existed, and the differences could be material. Additionally, changes in the market

environment and other events that may occur over the life of the investments may cause the gains or losses ultimately realized on these investments to be different than the valuations currently assigned. There is no single standard for determining fair value in good faith, as fair value depends upon circumstances of each individual case. In general, fair value is the amount that the Company might reasonably expect to receive upon the current sale of the security in an arms-length transaction in the security's principal market.

See Note 3. For additional information regarding fair value measurements and the Company's adoption of SFAS No. 157.

#### *Interest and Dividend Income Recognition*

Interest income, adjusted for amortization of premiums and acquisition costs and for the accretion of discounts, is recorded on the accrual basis to the extent that such amounts are expected to be collected. Generally, when a loan becomes 90 days or more past due and/or if the Company's qualitative assessment indicates that the debtor is unable to service its debt or other obligations, the Company will place the loan on non-accrual status and cease recognizing interest income on that loan until the borrower has demonstrated the ability and intent to pay contractual amounts due. However, the Company remains contractually entitled to this interest and may collect it upon the sale or recapitalization of the portfolio company. At March 31, 2009, one Control investment was on non-accrual with a fair value of approximately \$2.6 million, or 0.8% of the aggregate fair value of all loans in the Company's portfolio. At March 31, 2008, one Non-Control/Non-Affiliate investment and one Control investment were on non-accrual with an aggregate fair value of approximately \$0.4 million, or 0.1% of the fair value of all loans in our portfolio. Conditional interest, or a success fee, is recorded upon full repayment of a loan investment. To date, the Company has not recorded any conditional interest. Dividend income on preferred equity securities is accrued to the extent that such amounts are expected to be collected and that the Company has the option to collect such amounts in cash. To date, the Company has not accrued any dividend income.

#### *Services Provided to Portfolio Companies*

As a business development company under the 1940 Act, the Company is required to make available significant managerial assistance to its portfolio companies. The Company provides these services through its Adviser, who provides these services

Table of Contents

on the Company's behalf through its officers, who are also the Company's officers. Currently, neither the Company nor its Adviser charges a fee for managerial assistance; however, if the Adviser does receive fees for such managerial assistance, it will credit the managerial assistance fees to the base management fee due from the Company to its Adviser.

The Adviser receives fees for the other services it provides to the Company's portfolio companies. These other fees are typically non-recurring, are recognized as revenue when earned and are generally paid directly to the Adviser by the borrower or potential borrower upon the closing of the investment. The services the Adviser provides to the Company's portfolio companies vary by investment, but generally include a broad array of services such as investment banking services, arranging bank and equity financing, structuring financing from multiple lenders and investors, reviewing existing credit facilities, restructuring existing investments, raising equity and debt capital, turnaround management, merger and acquisition services and recruiting new management personnel. When the Adviser receives fees for these services, 50% of certain of those fees are voluntarily credited against the base management fee that the Company pays to its Adviser. Any services of this nature subsequent to the closing would typically generate a separate fee at the time of completion.

The Adviser also receives fees for monitoring and reviewing portfolio company investments. These fees are recurring and are generally paid annually or quarterly in advance to the Adviser throughout the life of the investment. Fees of this nature are recorded as revenue by the Adviser when earned and are not credited against the base management fee.

The Company may receive fees for non-recurring consulting or origination and closing services it provides to portfolio companies through its Adviser. These fees are paid directly to the Company and are recognized as revenue upon closing of the services provided and are reported as fee income in the consolidated statements of operations.

*Realized Gain or Loss and Unrealized Appreciation or Depreciation of Portfolio Investments*

Realized gain or loss is recognized when an investment is disposed of and is computed as the difference between the Company's cost basis in the investment at the disposition date and the net proceeds received from such disposition. Unrealized appreciation or depreciation displays the difference between the fair market value of the investment and the cost basis of such investment.

*Deferred Finance Costs*

Costs associated with the Company's line of credit facility with Branch Banking and Trust Company are deferred and amortized over the life of the credit facility, generally for a period of one year.

*Investment Advisory and Management Agreement with Gladstone Management Corporation*

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

The Company has entered into an investment advisory and management agreement with the Adviser (the "Advisory Agreement"), which is controlled by the Company's chairman and chief executive officer. In accordance with the Advisory Agreement, the Company pays the Adviser fees as compensation for its services, consisting of a base management fee and an incentive fee.

Through December 31, 2006, the base management fee was computed and payable quarterly and was assessed at an annual rate of 2.0% computed on the basis of the average value of the Company's gross invested assets at the end of the two most recently completed quarters, which were total assets less the cash proceeds and cash and cash equivalents from the proceeds of the Company's initial public offering that were not invested in debt and equity securities of portfolio companies. Beginning on January 1, 2007, the base management fee was computed and payable quarterly and was assessed at an annual rate of 2.0% computed on the basis of the value of the Company's average gross assets at the end of the two most recently completed quarters, which are total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings.

The Company's Board of Directors accepted an unconditional and irrevocable voluntary waiver from the Adviser to reduce the annual 2.0% base management fee on senior syndicated loan participations to 0.5%, to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations, for the years ended March 31, 2008 and 2007.

On July 9, 2008, the Company's Board of Directors approved the renewal of its Advisory Agreement with the Adviser through August 31, 2009.

When the Adviser receives fees from portfolio companies, as discussed in Note 2 under "Services Provided to Portfolio Companies," 50% of certain of these fees are credited against the base management fee that the Company would otherwise be

Table of Contents

required to pay to the Adviser.

In addition, the Adviser services the loans held by Business Investment, in return for which the Adviser receives a 2.0% annual fee based on the monthly aggregate balance of loans held by Business Investment. Since the Company owns these loans, all loan servicing fees paid to the Adviser are treated as reductions against the 2.0% base management fee payable to the Adviser. Overall, the base management fee due to the Adviser cannot exceed 2.0% of total assets (as reduced by cash and cash equivalents pledged to creditors) during any given fiscal year.

The incentive fee consists of two parts: an income-based incentive fee and a capital gains incentive fee. The income-based incentive fee rewards the Adviser if the Company's quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of our net assets (the hurdle rate). The Company will pay the Adviser an income incentive fee with respect to the Company's pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee in any calendar quarter in which its pre-incentive fee net investment income does not exceed the hurdle rate (7% annualized);
- 100% of the Company's pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized); and
- 20% of the amount of the Company's pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).

The second part of the incentive fee is a capital gains incentive fee that will be determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date), and equals 20% of the Company's realized capital gains as of the end of the fiscal year. In determining the capital gains incentive fee payable to the Adviser, the Company will calculate the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since the Company's inception, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in the Company's portfolio. For this purpose, cumulative aggregate realized capital gains, if any, equals the sum of the differences between the net sales price of each investment, when sold, and the original cost of such investment since our inception. Cumulative aggregate realized capital losses equals the sum of the amounts by which the net sales price of each investment, when sold, is less than the original cost of such investment since our inception. Aggregate unrealized capital depreciation equals the sum of the difference, if negative, between the valuation of each investment as of the applicable calculation date and the original cost of such investment. At the end of the applicable year, the amount of capital gains that serves as the basis for our calculation of the capital gains incentive fee equals the cumulative aggregate realized capital gains less cumulative aggregate realized capital losses, less aggregate unrealized capital depreciation, with respect to the Company's portfolio of investments. If this number is positive at the end of such year, then the capital gains incentive fee for such year equals 20% of such amount, less the aggregate amount of any capital gains incentive fees paid in respect of our portfolio in all prior years.

*Administration Agreement with Gladstone Administration, LLC*

The Company has entered into an administration agreement with Gladstone Administration, LLC (the Administrator) whereby it pays separately for administrative services (the Administration Agreement). The Administration Agreement provides for payments equal to its allocable portion of its Administrator's overhead expenses in performing its obligations under the Administration Agreement including, but not limited to, rent for employees of our Administrator, and its allocable portion of the salaries and benefits expenses of its chief financial officer, controller, chief compliance officer, treasurer and their respective staffs. The Company's allocable portion of expenses is derived by multiplying its Administrator's total allocable expenses by the percentage of our average total assets (the total assets at the beginning and end of each quarter) in comparison to the average total assets of all companies managed by its Adviser under similar agreements.

#### *Federal Income Taxes*

The Company intends to continue to qualify for treatment as a RIC under subchapter M of the Code. However, because of recent changes in the Company's asset portfolio, due to sales of Non-Control/Non-Affiliate investments, there is a significant possibility that the Company may not satisfy the asset diversification test under the Code's rules applicable to a RIC as of its June 30, 2009 testing date, or subsequent quarterly testing dates. Failure to meet this threshold alone will not result in loss of the Company's RIC status in its current situation. In circumstances where the failure to meet the 50% threshold as of a quarterly measurement date is the result of fluctuations in the value of assets, including as a result of the sale of assets, as in its present situation, the Company is still deemed under the rules to satisfy the asset diversification test, and therefore maintain its RIC status, as long as it has not made any new investments, including additional investments in its portfolio companies (such as advances under outstanding lines of credit), since the time that it fell below the 50% threshold. Thus, although the Company currently qualifies as a RIC despite its current, and potential future, inability to meet the 50% asset diversification requirement, if the Company makes any additional investments before regaining compliance with the asset diversification test, its RIC status will be threatened. In this situation, if the Company did not regain compliance with the 50% threshold prior to the next quarterly measurement date following the investment, it would have thirty days to cure its failure of the asset diversification test to avoid a loss of RIC status. As a RIC, the Company will not be subject to federal income tax on the portion of its taxable income and gains distributed to stockholders. To qualify as a RIC, the Company is required to distribute at least 90% of its investment company taxable income, as defined by the Code. The Company intends to distribute at least 90% of its ordinary income. The Company may, but does not intend to, pay out a return of capital. The Company may also be subject to federal excise tax if it does not distribute at least 98% of its investment company taxable income in any calendar year and 98% of its capital gain net income in any calendar year.

Table of Contents

FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* ( FIN No. 48 ). FIN No. 48 provides guidance on how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. FIN No. 48 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions will more-likely-than-not be sustained by the applicable tax authorities. Tax positions not deemed to satisfy the more-likely-than-not threshold would be recorded as a tax benefit or expense in the current year. FIN No. 48 is to be applied to all open tax years. The Company has reviewed the tax positions for the open tax years as of March 31, 2009 and has determined that no provision for income tax is required in its financial statements. The Company's federal tax returns for fiscal year 2006, 2007 and 2008 remain subject to examination by the Internal Revenue Service. The Company has evaluated the implications of FIN No. 48 and determined that there is no material impact on the consolidated financial statements.

*Dividends*

Dividends to stockholders are recorded on the ex-dividend date. The Company is required to pay out at least 90% of its ordinary income and short-term capital gains for each taxable year as a distribution to its stockholders in order to maintain its status as a RIC under Subtitle A, Chapter 1 of Subchapter M of the Code. It is the policy of the Company to pay out as a dividend up to 100% of those amounts. The amount to be paid out as a distribution is determined by the Board of Directors each quarter and is based on the annual earnings estimated by the management of the Company. Based on that estimate, a distribution is declared each quarter and is paid out monthly over the course of the respective quarter. At year-end the Company may pay a bonus dividend, in addition to the monthly dividends, to ensure that it has paid out at least 90% of its ordinary income and short-term capital gains for the year. The Company has a policy of retaining long-term capital gains, if any, and not paying them out as distributions. If the Company decides to retain long-term capital gains, the portion of the retained capital gains will be subject to 35% tax.

*Recent Accounting Pronouncements*

In April 2009, the FASB issued FSP No. 115-2, *Recognition and Presentation of Other-Than-Temporary Impairments* ( FSP No. 115-2 ), which was issued to make the guidance on other-than-temporary impairment more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. FSP No. 115-2 requires significant additional disclosures for both annual and interim periods, including the amortized cost basis of available-for-sale and held-to-maturity debt, the methodology and key inputs used to measure the credit portion of other-than-temporary impairment, and a roll forward of amounts recognized in earnings for securities by major security type. FSP No. 115-2 amends Statement of Financial Accounting Standards ( SFAS ) No. 115, *Accounting for Certain Investments in Debt and Equity Securities* ( SFAS No. 115 ) and FSP No. 115-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments* to require that entities identify major security classes consistent with how the securities are managed based on the nature and risks of the security, and also expands, for disclosure purposes, the list of major security types identified in SFAS No. 115. FSP No. 115-2 is effective for interim and annual reporting periods ending after June 15, 2009. The Company does not believe the adoption of this pronouncement will have a material impact on its financial statements.

In April 2009, the FASB issued FSP No. 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ( FSP No. 157-4 ), which provides additional guidance for estimating fair value in accordance with FASB Statement No. 157 when the volume and level of activity for an asset or liability has significantly decreased and also provides guidance on identifying circumstances that indicate a transaction is not orderly. FSP No. 157-4 amends SFAS No. 157 to require entities to disclose in interim and annual periods the inputs and valuation techniques used to measure fair value together with any changes in valuation techniques and related inputs during the period. FSP No. 157-4 also requires reporting entities to define major categories for both debt and equity securities to be major security types as described in paragraph 19 of SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. This requires entities to provide disclosures on a more disaggregated basis than previously had been required under SFAS No. 157. FSP No. 157-4 is effective for interim and annual reporting periods ending after June 15, 2009, and shall be applied

prospectively. The Company does not believe the adoption of this pronouncement will have a material impact on its financial statements.

In October 2008, the FASB issued FSP No. 157-3, which clarifies the application of SFAS No. 157 in a market that is not active. More specifically, FSP No. 157-3 states that significant judgment should be applied to determine if observable data in a dislocated market represents forced liquidations or distressed sales and is not representative of fair value in an orderly transaction. FSP No. 157-3 also provides further guidance that the use of a reporting entity's own assumptions about future cash flows and appropriately risk-adjusted discount rates is acceptable when relevant observable inputs are not available. In addition, FSP No. 157-3 provides guidance on the level of reliability of broker quotes or pricing services when measuring fair value in a non-active market stating that less reliance should be placed on a quote that does not reflect actual market



Table of Contents

transactions and a quote that is not a binding offer. The guidance in FSP No. 157-3 is effective upon issuance for all financial statements that have not been issued and any changes in valuation techniques as a result of applying FSP No. 157-3 are accounted for as a change in accounting estimate. The Company has applied the provisions of FSP No. 157-3 in determining the fair value of its senior syndicate loan portfolio beginning at December 31, 2008.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* ( SFAS No. 161 ), which is intended to help investors better understand how derivative instruments and hedging activities affect an entity's financial position, financial performance and cash flows through enhanced disclosure requirements. The enhanced disclosures primarily surround disclosing the objectives and strategies for using derivative instruments by their underlying risk as well as a tabular format of the fair values of the derivative instruments and their gains and losses. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The adoption of this pronouncement did not have a material impact on the reporting of its derivatives.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* ( SFAS No. 141(R) ). SFAS No. 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS No. 141(R) also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS No. 141(R) is effective as of the beginning of an entity's fiscal year that begins after December 15, 2008. The Company adopted SFAS No. 141 (R) on April 1, 2009 and concluded that the adoption of this pronouncement did have any material impact on its consolidated financial statements.

**Note 3. Investments**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ), which, for financial assets, is effective for fiscal years beginning after November 15, 2007, with early adoption permitted. The Company adopted SFAS No. 157 on April 1, 2008. In part, SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about assets and liabilities measured at fair value. The new standard provides a consistent definition of fair value that focuses on exit price in the principal, or most advantageous, market and prioritizes, within a measurement of fair value, the use of market-based inputs over entity-specific inputs. The standard also establishes the following three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;
  
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 inputs are in those markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers; and
  
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs are those inputs that reflect the Company's own assumptions that market participants would use to price the asset or liability based upon the best

available information.

At March 31, 2009, all of the Company's assets were valued using Level 3 inputs.

The following table presents the financial instruments carried at fair value as of March 31, 2009, by caption on the accompanying condensed consolidated statements of assets and liabilities for each of the three levels of hierarchy established by SFAS No. 157:

|                                       | As of March 31, 2009 |         |            | Total Fair Value<br>Reported in Condensed<br>Consolidated Statement of<br>Assets and Liabilities |
|---------------------------------------|----------------------|---------|------------|--|
|                                       | Level 1              | Level 2 | Level 3    |  |
| Non-Control/Non-Affiliate investments | \$                   | \$      | \$ 94,740  | \$ 94,740  |
| Control investments                   |                      |         | 166,163    | 166,163  |
| Affiliate investments                 |                      |         | 53,027     | 53,027   |
| Total investments at fair value       | \$                   | \$      | \$ 313,930 | \$ 313,930   |

Table of Contents*Changes in Level 3 Fair Value Measurements*

The following table provides a roll-forward in the changes in fair value during the year ended March 31, 2008 to March 31, 2009 for all investments for which the Company determines fair value using unobservable (Level 3) factors. When a determination is made to classify a financial instrument within Level 3 of the valuation hierarchy, the determination is based upon the significance of the unobservable factors to the overall fair value measurement. However, Level 3 financial instruments typically include, in addition to the unobservable or Level 3 components, observable components (that is, components that are actively quoted and can be validated to external sources). Accordingly, the gains and losses in the table below include changes in fair value due in part to observable factors that are part of the valuation methodology.

**Fair value measurements using unobservable data inputs (Level 3)**

|   | <b>Non-Control/<br/>Non-Affiliate<br/>Investments</b> | <b>Control<br/>Investments</b> | <b>Affiliate<br/>Investments</b> | <b>Total</b> |
|---|---|--------------------------------|----------------------------------|--------------|
| Fair value at March 31, 2008                      | \$ 142,739  | \$ 145,407                     | \$ 47,458                        | \$ 335,604   |
| Total realized/unrealized (losses) gains (a)      | (21,441)  | 9,029                          | (12,425)                         | (24,837)     |
| New investments, repayments, and settlements, net | (26,558)  | 11,727                         | 17,994                           | 3,163        |
| Transfers in (out) of Level 3                     |   |                                |                                  |              |
| Fair value as of March 31, 2009                   | \$ 94,740   | \$ 166,163                     | \$ 53,027                        | \$ 313,930   |

(a) Realized/unrealized gains and losses are reported on the accompanying condensed consolidated statements of operations for the year ended March 31, 2009.

The Company adopted SFAS No. 157 effective as of April 1, 2008 and as described in note 2 changed its methodology for estimating the fair value of the debt component of its bundled securities in its non-controlled portfolio companies. Applying the Company's revised methodology in accordance with SFAS No. 157, the Company experienced approximately \$19.8 million of net unrealized depreciation for the fiscal year ended March 31, 2009. In contrast, had the Company valued its portfolio companies in accordance with its previous valuation procedures, which involved the determination of a total enterprise value of the issuer and use of a liquidity waterfall approach for the debt component of its bundled securities in its non-controlled portfolio companies, the Company would have experienced \$28.3 million of net unrealized depreciation for the fiscal year, reflecting an improvement in net unrealized depreciation of \$8.5 million as a result of the adoption of SFAS No. 157.

*Control and Affiliate Investments*

At March 31, 2009 and 2008, the Company had investments of approximately \$157.0 million and \$142.2 million, respectively, at fair value, in revolving credit facilities, senior debt and subordinated debt of 12 portfolio companies. In addition, at March 31, 2009 and 2008, the Company had invested approximately \$62.2 million and \$50.7 million respectively, in preferred and common equity of those companies. At March 31, 2009 and 2008, the Company's investments in Control investments, at fair value, represented approximately 77% and 70%, respectively, of the Company's net assets. Also at March 31, 2009 and 2008, the Company's investments, at fair value, in Affiliate investments represented approximately 25% and 23%, respectively, of the Company's net assets.

*Investment Activity*

On May 19, 2008, the Company invested approximately \$5.75 million in Tread Corporation ( Tread ) and its subsidiaries. The investment was comprised of approximately \$750 in preferred stock, \$5.0 million of senior second lien debt notes and a nominal amount in convertible common stock warrants. Tread, based in Roanoke, VA, was founded in 1957 and manufactures products that store, transport and mix the primary ingredients for liquid explosives, which are ammonium nitrate and fuel oil.

On August 22, 2008, the Company invested approximately \$21.4 million in Galaxy Tool Holding Corporation ( Galaxy ) and its subsidiaries. The investment was comprised of approximately \$4.1 million and \$48 in preferred stock and common stock, respectively, and \$17.25 million in a senior second lien debt note. Galaxy, based in Winfield, KS, was founded in 1985 and is a manufacturer of specialized tooling for the aerospace industry, as well as blow and injection molds for the

Table of Contents

plastics industry.

On August 29, 2008, the Company restructured its investment with Quench USA, LLC ( Quench ) on the revolving credit facility and the term A senior subordinated debt, and increasing the term B senior subordinated debt to \$8.0 million. In the restructuring, approximately \$617 of distributions were received, \$567 of which were recorded as ordinary income. The remaining \$50 reduced the Company's basis in Quench. Furthermore, due to a decrease in the Company's ownership percentage in the investment, Quench was reclassified in these financial statements as an Affiliate investment, along with all unrealized gains and losses and interest income associated with the investment since the date of the restructuring.

On September 11, 2008, the Company invested approximately \$3.1 million in A. Stucki Holding Corp. ( Stucki ) in the form of additional debt to the existing senior subordinated term debt for Stucki's acquisition of the assets of Alco Spring Industries, Inc. ( Alco ). Alco, located in Chicago, IL, is one of the last independent manufacturers of hot wound springs for the transportation and heavy equipment industries. This investment carries the same terms as the original senior subordinated term debt facility. The Company's equity securities and ownership position did not change as a result of this transaction.

In October 2008, the Company executed a guaranty of a vehicle finance facility agreement between Ford Motor Credit Company ( FMC ) and Auto Safety House, LLC ( ASH ), one of the Company's Control investments (the Finance Facility ). The Finance Facility provides ASH with a line of credit of up to \$500 for component Ford parts used by ASH to build truck bodies under a separate contract. Title and ownership of the parts is retained by Ford. The guaranty of the Finance Facility will expire upon termination of the separate parts supply contract with Ford or upon replacement of the Company as guarantor. The Finance Facility is secured by all of the assets of Business Investment. As of March 31, 2009, the Company has not been required to make any payments on the guaranty of the Finance Facility.

On November 10, 2008, the Company invested approximately \$10.7 million in Country Club Enterprises, LLC ( CCE ), comprised of approximately \$3.7 million in preferred stock and \$7.0 million in subordinated term debt. CCE, headquartered in Wareham, MA, was founded in 1975 and is one of the largest distributors of golf carts in the United States.

In April 2009, the Company entered into agreements with certain of its Control and Affiliate investments that included repayments and reductions of portions of certain senior term debt and revolving lines of credit. See Note 13, Subsequent Events for further information on these transactions.

*Non-Control/Non-Affiliate Investments*

At March 31, 2009 and 2008, the Company held investments in Non-Control/Non-Affiliates of approximately \$94.7 million and \$142.7 million, at fair value, respectively. These investments were comprised primarily of syndicated loan participations of senior notes of private companies and also non-syndicated loan investments where the Company does not have a significant ownership interest in the portfolio company. Included in Non-Control/Non-Affiliate investments, at both March 31, 2009 and March 31, 2008, were common stock warrants of one Non-Control/Non-Affiliate company, which carried fair values of \$0 and \$265, respectively. At March 31, 2009 and 2008, the Company's investments, at fair value, in Non-Control/Non-Affiliates represented approximately 44% and 69%, respectively, of the Company's net assets.

During April 2009, the Company sold 29 of the 32 senior syndicated loans remaining as of March 31, 2009 for an aggregate of approximately \$69.2 million in net cash proceeds and recorded a realized loss of approximately \$34.6 million as a result of these sales. See Note 13.

Subsequent Events for further information.

*Investment Concentrations*

Approximately 59.0% of the aggregate fair value of the Company's investment portfolio at March 31, 2009 was comprised of senior debt, approximately 21.2% was senior subordinated debt, and approximately 19.8% was preferred and common equity securities. At March 31, 2009, the Company had approximately \$348.9 million invested in 46 portfolio companies. The following table outlines our investments by type at March 31, 2009 and 2008:

|                                      | March 31, 2009    |                   | March 31, 2008    |                   |
|--------------------------------------|-------------------|-------------------|-------------------|-------------------|
|                                      | Cost              | Fair Value        | Cost              | Fair Value        |
| Senior Term Debt                     | \$ 230,861        | \$ 185,161        | \$ 269,270        | \$ 244,878        |
| Senior Subordinated Term Debt        | 72,762            | 66,576            | 43,894            | 38,644            |
| Subordinated Term Debt               |                   |                   | 1,089             | 1,089             |
| Preferred & Common Equity Securities | 45,322            | 62,193            | 36,552            | 50,993            |
| <b>Total Investments</b>             | <b>\$ 348,945</b> | <b>\$ 313,930</b> | <b>\$ 350,805</b> | <b>\$ 335,604</b> |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

Table of Contents

Investments at fair value consisted of the following industry classifications at March 31, 2009 and 2008:

|   | March 31, 2009    |                   |                          | March 31, 2008    |                   |                          |
|---|-------------------|-------------------|--------------------------|-------------------|-------------------|--------------------------|
|   | Fair Value        | Total Investments | Percentage of Net Assets | Fair Value        | Total Investments | Percentage of Net Assets |
| Aerospace and Defense                     | \$ 22,436         |                   | 7.2%                     | \$ 2,074          |                   | 0.0%                     |
| Automobile                                | 14,436            |                   | 4.6%                     | 3,454             |                   | 1.0%                     |
| Beverage, Food and Tobacco                | 1,570             |                   | 0.5%                     |                   |                   | 1.7%                     |
| Broadcasting and Entertainment            | 1,934             |                   | 0.6%                     | 3,499             |                   | 1.1%                     |
| Buildings and Real Estate                 | 10,709            |                   | 3.4%                     | 11,734            |                   | 3.5%                     |
| Cargo Transport                           | 13,324            |                   | 4.3%                     | 20,869            |                   | 6.2%                     |
| Chemicals, Plastics and Rubber            | 21,420            |                   | 6.8%                     | 25,563            |                   | 7.6%                     |
| Containers, Packaging and Glass           | 21,446            |                   | 6.8%                     | 26,286            |                   | 7.8%                     |
| Diversified/Conglomerate Manufacturing    | 56,944            |                   | 18.1%                    | 57,500            |                   | 17.1%                    |
| Diversified/Conglomerate Service          | 23,585            |                   | 7.5%                     | 30,742            |                   | 9.2%                     |
| Ecological                                |                   |                   | 0.0%                     | 422               |                   | 0.1%                     |
| Electronics                               | 6,594             |                   | 2.1%                     | 10,689            |                   | 3.2%                     |
| Healthcare, Education and Childcare       | 33,605            |                   | 10.7%                    | 37,238            |                   | 11.1%                    |
| Home and Office Furnishings               |                   |                   | 0.0%                     | 14,658            |                   | 4.4%                     |
| Machinery                                 | 63,907            |                   | 20.4%                    | 66,439            |                   | 19.8%                    |
| Oil and Gas                               | 6,171             |                   | 2.0%                     |                   |                   | 0.0%                     |
| Personal, Food and Miscellaneous Services | 3,552             |                   | 1.1%                     | 6,936             |                   | 2.1%                     |
| Printing and Publishing                   | 3,158             |                   | 1.0%                     | 5,299             |                   | 1.6%                     |
| Telecommunications                        | 9,139             |                   | 2.9%                     | 12,202            |                   | 3.6%                     |
| <b>Total Investments</b>                  | <b>\$ 313,930</b> |                   | <b>100.0%</b>            | <b>\$ 335,604</b> |                   | <b>100.0%</b>            |

The investments at fair value consisted of the following geographic regions of the United States at March 31, 2009 and 2008:

|                          | March 31, 2009    |                   |                          | March 31, 2008    |                   |                          |
|--------------------------|-------------------|-------------------|--------------------------|-------------------|-------------------|--------------------------|
|                          | Fair Value        | Total Investments | Percentage of Net Assets | Fair Value        | Total Investments | Percentage of Net Assets |
| Mid-Atlantic             | \$ 119,622        |                   | 38.1%                    | \$ 131,883        |                   | 39.3%                    |
| Midwest                  | 105,945           |                   | 33.7%                    | 106,811           |                   | 31.8%                    |
| Northeast                | 17,525            |                   | 5.6%                     | 10,718            |                   | 3.2%                     |
| Southeast                | 40,512            |                   | 12.9%                    | 49,780            |                   | 14.8%                    |
| West                     | 30,326            |                   | 9.7%                     | 36,412            |                   | 10.9%                    |
| <b>Total Investments</b> | <b>\$ 313,930</b> |                   | <b>100.0%</b>            | <b>\$ 335,604</b> |                   | <b>100.0%</b>            |

The geographic region depicts the location of the headquarters for the Company's portfolio companies. A portfolio company may have a number of other locations in other geographic regions.

*Investment Principal Repayments*

The following table summarizes the contractual principal repayments and maturity of the Company's investment portfolio by fiscal year, assuming no voluntary prepayments, at March 31, 2009 (in thousands):

| <b>Fiscal Year Ending March 31,</b>  | <b>Amount</b>     |
|--|-------------------|
| 2010   | \$ 12,057         |
| 2011   | 27,054            |
| 2012   | 53,180            |
| 2013   | 14,941            |
| 2014   | 74,228            |
| Thereafter   | 18,352            |
| <b>Total Contractual Repayments</b> (including the impact of the Subsequent Syndicated Loan Sales) | <b>\$ 199,812</b> |
| Investment in equity securities  | 45,322            |
| Unamortized premiums on debt securities  | 39                |
| Principal of Subsequent Syndicated Loan Sales  | 103,772           |
| <b>Total investments held at March 31, 2009</b>  | <b>\$ 348,945</b> |



Table of Contents**Note 4. Related Party Transactions***Investment Advisory and Management Agreement*

The Company has entered into an investment advisory and management agreement with the Adviser (the *Advisory Agreement*), which is controlled by the Company's chairman and chief executive officer. In accordance with the Advisory Agreement, the Company pays the Adviser fees as compensation for its services, consisting of a base management fee and an incentive fee. On July 9, 2008, the Company's Board of Directors approved the renewal of its Advisory Agreement with the Adviser through August 31, 2009.

Through December 31, 2006, the base management fee was computed and payable quarterly and was assessed at an annual rate of 2.0% computed on the basis of the average value of the Company's gross invested assets at the end of the two most recently completed quarters, which were total assets less the cash proceeds and cash and cash equivalents from the proceeds of the Company's initial public offering that were not invested in debt and equity securities of portfolio companies. Beginning on January 1, 2007, the base management fee was computed and payable quarterly and was assessed at an annual rate of 2.0% computed on the basis of the value of the Company's average gross assets at the end of the two most recently completed quarters, which are total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings.

The Company's Board of Directors accepted an unconditional and irrevocable voluntary waiver from the Adviser to reduce the annual 2.0% base management fee on senior syndicated loan participations to 0.5%, to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations, for the years ended March 31, 2009 and 2008.

When the Adviser receives fees from portfolio companies, as discussed in Note 2 under *Services Provided to Portfolio Companies*, 50% of certain of these fees are credited against the base management fee that the Company would otherwise be required to pay to the Adviser.

The following tables summarize the management fees and associated credits reflected in the accompanying consolidated statements of operations (in thousands):

|   | Fiscal Year Ended |                   |
|---|-------------------|-------------------|
|   | March 31,<br>2009 | March 31,<br>2008 |
| <b>Base management fee</b>  | \$ 1,699          | \$ 1,803          |
| Credits to base management fee from Adviser:                                  |                   |                   |
| Credit for fees received by Adviser from the portfolio companies              | (861)             | (1,045)           |
| Fee reduction for the waiver of 2% fee on senior syndicated loans to 0.5% (1) | (1,613)           | (1,764)           |
| <b>Credit to base management fee from Adviser</b>                             | <b>(2,474)</b>    | <b>(2,809)</b>    |
| <b>Net base management fee</b>  | <b>\$ (775)</b>   | <b>\$ (1,006)</b> |

---

(1) The Adviser voluntarily waived the annual 2.0% base management fee to 0.5% for senior syndicated loan participations to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participation.

Table of Contents

At March 31, 2009, a resulting base management fee credit of \$114 was unpaid and is included as a reduction in the Fee due to Adviser line item in the accompanying condensed consolidated statements of assets and liabilities. The Fee due to Adviser of \$187 also includes loan servicing fees of \$301, as discussed below, paid by the Adviser on behalf of the Company. At March 31, 2008, a base management fee credit of \$384 was unpaid and included in Fee due to Adviser in the accompanying condensed consolidated statements of assets and liabilities. The amount due from Adviser of \$89 also includes loan servicing fees of \$295.

In addition, the Adviser services the loans held by Business Investment, in return for which the Adviser receives a 2.0% annual fee based on the monthly aggregate balance of loans held by Business Investment. Since the Company owns these loans, all loan servicing fees paid to the Adviser are treated as reductions against the 2.0% base management fee payable to the Adviser. Overall, the base management fee due to the Adviser cannot exceed 2.0% of total assets (as reduced by cash and cash equivalents pledged to creditors) during any given fiscal year.

For the year ended March 31, 2009 and 2008, the Company recorded loan servicing fees due to the Adviser of \$5.0 million. At March 31, 2009 and 2008, the Company owed \$301 and \$295, respectively, of unpaid loan servicing fees to the Adviser, which are netted and recorded in Fee due to Adviser.

The incentive fee consists of two parts: an income-based incentive fee and a capital gains incentive fee. The income-based incentive fee rewards the Adviser if the Company's quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of our net assets (the hurdle rate). The Company will pay the Adviser an income incentive fee with respect to the Company's pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee in any calendar quarter in which its pre-incentive fee net investment income does not exceed the hurdle rate (7% annualized);
- 100% of the Company's pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized); and
- 200% of the amount of the Company's pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).

The second part of the incentive fee is a capital gains incentive fee that will be determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date), and equals 20% of the Company's realized capital gains as of the end of the fiscal year. In determining the capital gains incentive fee payable to the Adviser, the Company will calculate the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since the Company's inception, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in the Company's portfolio. For this purpose, cumulative aggregate realized capital gains, if any, equals the sum of the differences between the net sales price of each investment, when sold, and the original cost of such investment since our inception. Cumulative aggregate realized capital losses equals the sum of the amounts by which the net sales price of each investment, when sold, is less than the original cost of such investment since our inception. Aggregate unrealized capital depreciation equals the sum of the difference, if negative, between the valuation of each investment as of the applicable

calculation date and the original cost of such investment. At the end of the applicable year, the amount of capital gains that serves as the basis for our calculation of the capital gains incentive fee equals the cumulative aggregate realized capital gains less cumulative aggregate realized capital losses, less aggregate unrealized capital depreciation, with respect to the Company's portfolio of investments. If this number is positive at the end of such year, then the capital gains incentive fee for such year equals 20% of such amount, less the aggregate amount of any capital gains incentive fees paid in respect of our portfolio in all prior years.

Because pre-incentive fee net investment income was below the hurdle rate of 1.75% of net assets, no income-based incentive fee has been recorded for the Company from inception through March 31, 2009. No capital gains incentive fee had been recorded for the Company from inception through March, 31, 2009 as cumulative unrealized capital depreciation exceeded cumulative realized capital gains net of cumulative realized capital losses.

#### *Administration Agreement*

The Company has entered into an administration agreement (the Administration Agreement) with Gladstone Administration, LLC (the Administrator), a wholly-owned subsidiary of the Adviser whereby it pays separately for administrative services. The Administration Agreement provides for payments equal to the Company's allocable portion of its Administrator's overhead expenses in performing its obligations under the Administration Agreement including, but not

Table of Contents

limited to, rent for employees of the Administrator, and its allocable portion of the salaries and benefits expenses of the Company's chief financial officer, chief compliance officer, treasurer and their respective staffs. The Company's allocable portion of expenses is derived by multiplying the Administrator's total allocable expenses by the percentage of the Company's average total assets (the total assets at the beginning of each quarter) in comparison to the average total assets of all companies managed by the Adviser under similar agreements. On July 9, 2008, the Company's Board of Directors approved the renewal of its Administration Agreement with the Administrator through August 31, 2009.

The Company recorded fees to the Administrator on the consolidated statements of operations of \$821 and \$855 for the years ended March 31, 2009 and 2008, respectively. As of March 31, 2009 and 2008, \$179 and \$208, respectively, was unpaid and included in Fee due to Administrator in the accompanying consolidated statements of assets and liabilities.

*License Agreement*

The Company entered into a license agreement with the Adviser, pursuant to which the Adviser granted the Company a non-exclusive license to use the name Gladstone and the Diamond G trademark. The amount of the fee is negotiated on an annual basis by the Company's compensation committee and must be approved by a majority of its independent directors. This license agreement required the Company to pay the Adviser a royalty fee of one dollar per quarter through March 31, 2008 at which time it was increased to ten dollars per quarter and will remain at ten dollars until the next renewal date of March 31, 2010. The license arrangement will terminate in the event that Gladstone Management Corporation is no longer the Company's investment adviser.

**Note 5. Line of Credit**

The Company, through its wholly-owned subsidiary, Business Investment, initially obtained a \$100.0 million revolving credit facility in October 2006 with Deutsche Bank A.G. and subsequently executed a credit agreement to raise the borrowing capacity to \$200.0 million. In October 2008, the credit facility was further amended and extended such that the borrowing capacity was reduced to \$125.0 million and availability under the credit facility was extended to April 16, 2009 in which all unpaid principal and interest would be required to be repaid unless an extension on the credit facility was executed. The credit facility contained several financial and non-financial covenants but also contained certain restrictions on the industry concentrations of loans that were eligible to secure borrowings under the credit facility. At March 31, 2009, Business Investment was in compliance with all of the facility covenants notwithstanding. Additionally at March 31, 2009, there was an outstanding principal balance of \$110.3 million under the credit facility with a borrowing capacity available of approximately \$5.6 million.

On April 14, 2009, the Company terminated its credit agreement with Deutsche Bank A.G. and entered into a Second Amended and Restated Credit Agreement (the Credit Agreement) with Branch Bank and Trust Company (BB&T) for a new credit facility (the Credit Facility) of \$50.0 million. The Company immediately borrowed approximately \$43.8 million and repaid all outstanding unpaid principal and interest in satisfaction of the outstanding amount on the credit facility with Deutsche Bank A.G. and terminated the prior credit agreement. See Note 13. Subsequent Events for further information regarding these transactions.

**Note 6. Interest Rate Cap Agreement**

In October 2007 and February 2008, the Company entered into an interest rate cap agreement that effectively limits the interest rate on a portion of the borrowings under the line of credit pursuant to the terms of the Credit Facility. The interest rate cap has a notional amount of \$60 million at a cost of \$53. At March 31, 2009, the interest rate cap agreement had a nominal fair market value. The Company records changes in the fair market value of the interest rate cap agreement monthly based on the current market valuation at month end as unrealized depreciation or appreciation on derivative on the Company's consolidated statement of operations. The interest rate cap agreement expires in October 2009. The agreement provides that the Company's floating interest rate or cost of funds on a portion of the portfolio's borrowings will be capped at 9% when the LIBOR rate is in excess of 9%. In May 2009, the Company cancelled its interest rate cap agreement with Deutsche Bank A.G. and entered into a new interest rate cap agreement for a notional amount of \$45 million with BB&T. See Note 13. Subsequent Events for further information regarding this transaction.

The use of a cap involves risks that are different from those associated with ordinary portfolio securities transactions. Cap agreements may be considered to be illiquid. Although the Company will not enter into any such agreements unless it believes that the other party to the transaction is creditworthy, the Company does bear the risk of loss of the amount expected to be received under such agreements in the event of default or bankruptcy of the agreement counterparty.

Table of Contents

**Note 7. Common Stock**

As of March 31, 2009 and 2008, 100,000,000 shares of common stock, \$0.001 par value per share, were authorized and 22,080,133 and 16,560,100 shares were outstanding, respectively.

**Note 8. Net (Decrease) Increase in Net Assets Resulting from Operations per Share**

The following table sets forth the computation of basic and diluted net decrease in net assets resulting from operations per share for the years ended March 31, 2009 and March 31, 2008:

|  | Year Ended<br>March 31,<br>2009 |            | Year Ended<br>March 31,<br>2008 |            |
|--|---------------------------------|------------|---------------------------------|------------|
| Numerator for basic and diluted net decrease in net assets resulting from operations per share | \$                              | (11,449)   | \$                              | (941)      |
| Denominator for basic and diluted weighted average shares                                      |                                 | 21,545,936 |                                 | 16,560,100 |
| Basic and diluted net decrease in net assets per share resulting from operations               | \$                              | (0.53)     | \$                              | (0.06)     |

Table of Contents**Note 9. Distributions**

The Company's Board of Directors declared the following monthly distributions per share for the fiscal years 2009 and 2008:

| Declaration Date | Record Date        | Payment Date           | Distribution per Share |      |
|------------------|--------------------|------------------------|------------------------|------|
| January 13, 2009 | March 23, 2009     | March 31, 2009         | \$                     | 0.08 |
| January 13, 2009 | February 19, 2009  | February 27, 2009      | \$                     | 0.08 |
| January 13, 2009 | January 22, 2009   | January 30, 2009       | \$                     | 0.08 |
| October 7, 2008  | December 22, 2008  | December 31, 2008      | \$                     | 0.08 |
| October 7, 2008  | November 19, 2008  | November 28, 2008      | \$                     | 0.08 |
| October 7, 2008  | October 23, 2008   | October 31, 2008       | \$                     | 0.08 |
| July 9, 2008     | September 22, 2008 | September 30, 2008     | \$                     | 0.08 |
| July 9, 2008     | August 21, 2008    | August 29, 2008        | \$                     | 0.08 |
| July 9, 2008     | July 23, 2008      | July 31, 2008          | \$                     | 0.08 |
| April 8, 2008    | June 20, 2008      | June 30, 2008          | \$                     | 0.08 |
| April 8, 2008    | May 21, 2008       | May 30, 2008           | \$                     | 0.08 |
| April 8, 2008    | April 22, 2008     | April 30, 2008         | \$                     | 0.08 |
|                  |                    | Total Fiscal Year 2009 | \$                     | 0.96 |

| Declaration Date | Record Date        | Payment Date           | Distribution per Share |       |
|------------------|--------------------|------------------------|------------------------|-------|
| January 8, 2008  | March 21, 2008     | March 31, 2008         | \$                     | 0.08  |
| January 8, 2008  | February 21, 2008  | February 29, 2008      | \$                     | 0.08  |
| January 8, 2008  | January 23, 2008   | January 31, 2008       | \$                     | 0.08  |
| October 9, 2007  | December 20, 2007  | December 31, 2007      | \$                     | 0.08  |
| October 9, 2007  | November 21, 2007  | November 30, 2007      | \$                     | 0.08  |
| October 9, 2007  | October 23, 2007   | October 31, 2007       | \$                     | 0.08  |
| July 10, 2007    | September 20, 2007 | September 28, 2007     | \$                     | 0.075 |
| July 10, 2007    | August 23, 2007    | August 31, 2007        | \$                     | 0.075 |
| July 10, 2007    | July 23, 2007      | July 31, 2007          | \$                     | 0.075 |
| April 11, 2007   | June 21, 2007      | June 29, 2007          | \$                     | 0.075 |
| April 11, 2007   | May 22, 2007       | May 31, 2007           | \$                     | 0.075 |
| April 11, 2007   | April 20, 2007     | April 30, 2007         | \$                     | 0.075 |
|                  |                    | Total Fiscal Year 2008 | \$                     | 0.93  |

Aggregate distributions declared and paid for the years ended March 31, 2009 and 2008 were approximately \$20.8 and \$15.4 million, respectively, which were declared based on an estimate of net investment income for those fiscal years ended. Distributions declared for the years ended March 31, 2009 and 2008 exceeded net investment income by approximately \$7.4 million and \$2.3 million, respectively. A portion of the distributions declared during the years ended March 31, 2009 and 2008 were treated as a return of capital to the Company's stockholders.

**Distribution of Income and Gains**



Net investment income of the Company is declared and distributed to stockholders monthly. Net realized gains from investment transactions, in excess of available capital loss carryforwards, would be taxable to the Company if not distributed, and, therefore, generally will be distributed at least annually.

The timing and characterization of certain income and capital gains distributions are determined annually in accordance with federal tax regulations which may differ from GAAP. These differences primarily relate to items recognized as income for financial statement purposes and realized gains for tax purposes. As a result, net investment income and net realized gain (loss) on investment transactions for a reporting period may differ significantly from distributions during such period. Accordingly, the Company may periodically make reclassifications among certain of its capital accounts without impacting the net asset value of the Company. Additionally, the following tables also include these adjustments for the years ended March 31, 2009 and March 31, 2008, respectively.

Table of Contents

The Company's components of net assets on a tax-basis were as follows:

|  | Year Ended<br>March 31, 2009 |          | Year Ended<br>March 31, 2008 |          |
|--|------------------------------|----------|------------------------------|----------|
| Capital loss carryforward                  | \$                           | (6,724)  | \$                           | (294)    |
| Post-October tax loss                      |                              | (807)    |                              | (2,214)  |
| Other                                      |                              | 18       |                              | 18       |
| Net unrealized depreciation of investments |                              | (35,015) |                              | (15,201) |
| Net unrealized depreciation of derivative  |                              | (53)     |                              | (53)     |
| Common stock                               |                              | 22       |                              | 17       |
| Paid-in-capital                            |                              | 257,361  |                              | 224,172  |
| Net assets                                 | \$                           | 214,802  | \$                           | 206,445  |

The Company intends to retain realized gains to the extent of available capital loss carryforwards. At March 31, 2009 and 2008, the Company had \$6,430 and \$198 of capital loss carryforwards that expire in 2017 and 2016, respectively.

For the years ended March 31, 2009 and 2008, the Company recorded the following adjustments to reflect tax character. Adjustments paid-in-capital relate primarily to distributions in excess of net investment income. Results of operations and net assets were not affected by these revisions.

|                                     | Year Ended<br>March 31, 2009 |         | Year Ended<br>March 31, 2008 |         |
|-------------------------------------|------------------------------|---------|------------------------------|---------|
| Undistributed net investment income | \$                           | 7,368   | \$                           | 2,349   |
| Paid-in-capital                     |                              | (7,368) |                              | (2,349) |

The tax character of distributions paid to stockholders by the Company is summarized as follows:

|                                      | Tax Year<br>Ended<br>March 31, 2009 |        | Tax Year<br>Ended<br>March 31, 2008 |        | Tax Year Ended<br>March 31, 2007 |        |
|--------------------------------------|-------------------------------------|--------|-------------------------------------|--------|----------------------------------|--------|
| Distributions from ordinary income   | \$                                  | 13,388 | \$                                  | 13,052 | \$                               | 10,681 |
| Distributions from return of capital |                                     | 7,368  |                                     | 2,349  |                                  | 3,478  |
|                                      | \$                                  | 20,756 | \$                                  | 15,401 | \$                               | 14,159 |

**Section 19(a) Disclosure Unaudited**

The Company's Board of Directors estimates the source of the distributions at the time of their declaration as required by Section 19(a) of the 1940 Act. On a monthly basis, if required under Section 19(a), the Company posts a Section 19(a) notice through the Depository Trust Company's Legal Notice System ( LENS ) and also sends to its registered stockholders a written Section 19(a) notice along with the payment of

## Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

distributions for any payment which includes a distribution estimated to be paid from any other source other than net investment income. The estimates of the source of the distribution are interim estimates based on GAAP that are subject to revision, and the exact character of the distributions for tax purposes cannot be determined until the final books and records of the Company are finalized for the calendar year. Following the calendar year end, after definitive information has been determined by the Company, if the Company has made distributions of taxable income (or return of capital), the Company will deliver a Form 1099-DIV to its stockholders specifying such amount and the tax characterization of such amount. Therefore, these estimates are made solely in order to comply with the requirements of Section 19(a) of the 1940 Act and should not be relied upon for tax reporting or any other purposes and could differ significantly from the actual character of distributions for tax purposes.

Table of Contents

The following GAAP estimates were made by the Board of Directors during the quarter ended March 31, 2009:

| Payment Date      | Ordinary Income | Return of Capital | Total Distribution |
|-------------------|-----------------|-------------------|--------------------|
| January 30, 2009  | \$ 0.054        | \$ 0.0260         | \$ 0.080           |
| February 27, 2009 | 0.054           | 0.0260            | 0.080              |
| March 31, 2009    | 0.088           | (0.008)           | 0.080              |

Because the Board of Directors declares distributions at the beginning of a quarter, it is difficult to estimate how much of the Company's monthly dividends and distributions, based on GAAP, will come from ordinary income, capital gains and returns of capital. Subsequent to the year ended March 31, 2009, the following corrections were made to the above listed estimates for that quarter:

| Payment Date      | Ordinary Income | Return of Capital | Total Distribution |
|-------------------|-----------------|-------------------|--------------------|
| January 30, 2009  | \$ 0.046        | \$ 0.034          | \$ 0.080           |
| February 27, 2009 | 0.041           | 0.039             | 0.080              |
| March 31, 2009    | 0.047           | 0.033             | 0.080              |

For distributions declared subsequent to quarter end, the following estimates, based on GAAP, have been made pursuant to Section 19(a) of the 1940 Act:

| Payment Date  | Ordinary Income | Return of Capital | Total Distribution |
|---------------|-----------------|-------------------|--------------------|
| May 8, 2009   | \$ 0.043        | \$ (0.003)        | \$ 0.040           |
| May 29, 2009  | 0.037           | 0.003             | 0.040              |
| June 30, 2009 | 0.045           | (0.005)           | 0.040              |

**Note 10. Federal and State Income Taxes**

The Company intends to continue to qualify for treatment as a RIC under subchapter M of the Code. However, because of recent changes in the Company's asset portfolio, due to sales of Non-Control/Non-Affiliate investments, there is a significant possibility that the Company may not meet the asset diversification threshold under the Code's rules applicable to a RIC as of its June 30, 2009 testing date. Failure to meet this threshold alone will not result in loss of the Company's RIC status in its current situation. In circumstances where the failure to meet the 50% threshold as of a quarterly measurement date is the result of fluctuations in the value of assets, including as a result of the sale of assets, as in its present situation the Company is still deemed under the rules to satisfy the asset diversification test, and therefore maintain its RIC status, as long as it has not made any new investments, including additional investments in its portfolio companies (such as advances under outstanding lines of credit), since the time that it fell below the 50% threshold. Thus, although the Company currently qualifies as a RIC despite its current, and potential future, inability to meet the 50% asset diversification requirement, if the Company makes any additional investments before regaining compliance with the asset diversification test, its RIC status will be threatened. In this situation, if the Company did not regain compliance with the 50% threshold prior to the next quarterly measurement date following the investment, it would have thirty days to cure its failure of the asset diversification test to avoid a loss of RIC status. Potential cures for failure of the asset diversification test include raising additional equity or debt capital, or changing the composition of the Company's assets, which could include full or partial divestitures of investments, such that the Company would once again exceed the 50% threshold. As a RIC, the Company will not be subject to federal income tax on the portion of its taxable income and gains distributed to stockholders. To qualify as a RIC, the Company is required to distribute at least 90%

Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

of its investment company taxable income, as defined by the Code. The Company intends to distribute at least 90% of its ordinary income, and as a result, no income tax provisions have been recorded. The Company may, but does not intend to, pay out a return of capital. The Company may also be subject to federal excise tax if it does not distribute at least 98% of its investment company taxable income in any calendar year and 98% of its capital gain net income in any calendar year.

**Note 11. Commitments and Contingencies**

At March 31, 2009, the Company was not party to any signed term sheets for potential investments.

In October 2008, the Company executed a guaranty of a vehicle finance facility agreement between Ford Motor Credit Company ( FMC ) and Auto Safety House, LLC ( ASH ), one of the Company's control investments (the Finance Facility ). The Finance Facility provides ASH with a line of credit of up to \$500 for component Ford parts used by ASH to build truck bodies under a separate contract. Title and ownership of the parts is retained by Ford. The guaranty of the Finance Facility will expire upon termination of the separate parts supply contract with Ford or upon replacement of the Company as guarantor. The Finance Facility is secured by all of the assets of Business Investment. As of March 31, 2009, the Company has not been required to make any payments on the guaranty of the Finance Facility.

**Note 12. Selected Quarterly Data (Unaudited)**

|  | Year Ended March 31, 2009      |         |                                     |       |                                    |         |                                 |         |
|--|--------------------------------|---------|-------------------------------------|-------|------------------------------------|---------|---------------------------------|---------|
|  | Quarter Ended<br>June 30, 2008 |         | Quarter Ended<br>September 30, 2008 |       | Quarter Ended<br>December 31, 2008 |         | Quarter Ended<br>March 31, 2009 |         |
| Total Investment Income  | \$                             | 6,038   | \$                                  | 6,816 | \$                                 | 7,002   | \$                              | 5,956   |
| Net Investment Income  |                                | 3,051   |                                     | 3,783 |                                    | 3,587   |                                 | 2,967   |
| Net (Decrease) Increase in Net Assets<br>Resulting From Operations   |                                | (4,484) |                                     | 956   |                                    | (3,940) |                                 | (3,981) |
| Net (Decrease) Increase in Net Assets<br>Resulting From Operations per Weighted<br>Average Common Share (Basic &<br>Diluted) | \$                             | (0.22)  | \$                                  | 0.04  | \$                                 | (0.18)  | \$                              | (0.18)  |

Table of Contents

|  | Year Ended March 31, 2008      |       |                                     |         |                                    |       |                                 |         |
|--|--------------------------------|-------|-------------------------------------|---------|------------------------------------|-------|---------------------------------|---------|
|  | Quarter Ended<br>June 30, 2007 |       | Quarter Ended<br>September 30, 2007 |         | Quarter Ended<br>December 31, 2007 |       | Quarter Ended<br>March 31, 2008 |         |
| Total Investment Income  | \$                             | 6,300 | \$                                  | 7,157   | \$                                 | 7,544 | \$                              | 6,893   |
| Net Investment Income  |                                | 2,889 |                                     | 2,995   |                                    | 3,746 |                                 | 3,422   |
| Net Increase (Decrease) in Net Assets<br>Resulting From Operations   |                                | 8,270 |                                     | (4,367) |                                    | 5,109 |                                 | (9,953) |
| Net Increase (Decrease) in Net Assets<br>Resulting From Operations per Weighted<br>Average Common Share (Basic &<br>Diluted) | \$                             | 0.50  | \$                                  | (0.26)  | \$                                 | 0.31  | \$                              | (0.60)  |

**Note 13. Subsequent Events*****New Credit Facility with Branch Bank and Trust Company and Termination of Deutsche Bank A.G. Credit Facility***

On April 14, 2009 the Company, through its wholly-owned subsidiary Gladstone Business Investment, LLC, entered into a second amended and restated credit agreement providing for a \$50 million revolving line of credit arranged by BB&T as administrative agent, replacing Deutsche Bank, A.G. as administrative agent. Key Equipment Finance Company Inc. also joined the Credit Facility as a committed lender. In connection with entering into the Credit Facility, the Company borrowed \$43.8 million under the Credit Facility to make a final payment to Deutsche Bank, A.G. in satisfaction of all unpaid principal and interest owed to Deutsche Bank under the prior credit agreement. The Credit Facility may be expanded up to \$125 million through the addition of other committed lenders to the facility. The Credit Facility matures on April 14, 2010, and if the facility is not renewed or extended by this date, all unpaid principal and interest will be due and payable within one year of the maturity date on April 14, 2011. Advances under the Credit Facility will generally bear interest at the 30-day LIBOR rate (subject to a minimum rate of 2%), plus 5% per annum, with a commitment fee of 0.75% per annum on undrawn amounts.

Interest is payable monthly during the term of the Credit Facility. Principal is payable after April 14, 2010 through maturity out of all of our collections of principal from our loans. Available borrowings are subject to various constraints imposed under the Credit Agreement, based on the aggregate loan balance pledged by Business Investment, which varies as loans are added and repaid, regardless of whether such repayments are early prepayment or are made as contractually required.

The Credit Facility contains covenants that require Business Investment to maintain its status as a separate entity; prohibit certain significant corporate transactions (such as mergers, consolidations, liquidations or dissolutions); and restrict material changes to the Company's credit and collection policies. The facility also restricts some of the terms and provisions (including interest rates, terms to maturity and payments schedules) and limits the borrower and industry concentrations of loans that are eligible to secure advances as well as limits on payments of distributions. As of May 29, 2009, Business Investment was in compliance with all of the facility covenants. As of May 29, 2009 there was \$29.7 million of borrowings outstanding on the Credit Facility at an interest rate of approximately 7.0% and the remaining borrowing capacity under the Credit Facility was approximately \$17.5 million.

The administrative agent also requires that any interest or principal payments on pledged loans be remitted directly by the borrower into a lockbox account with The Bank of New York Mellon Trust Company, N.A as custodian. BB&T is also the trustee of the account and once a month remits the collected funds to the Company. At May 29, 2009, the amount due from the custodian was \$867.

The Adviser services the loans pledged under the Credit Facility. As a condition to this servicing arrangement, the Company executed a performance guaranty pursuant to which it guaranteed that the Adviser would comply fully with all of its obligations under the Credit Facility. The loan documents require the Company to maintain a minimum net worth of \$169 million plus 50% of all equity and subordinated debt raised after April 14, 2009 and to maintain asset coverage with respect to senior securities representing indebtedness of at least 200%, in accordance with Section 18 of the 1940 Act. As of May 29, 2009, the Company was in compliance with the covenants under the performance guaranty.

The Company's continued compliance with these covenants, however, depends on many factors, some of which are beyond the Company's control. In particular, depreciation in the valuation of its assets, which valuation is subject to changing market conditions that are presently very volatile, affects the Company's ability to comply with these covenants. During the fiscal year ended March 31, 2009, net unrealized depreciation on the Company's investments was approximately \$19.8 million, compared to \$11.5 during the prior fiscal year. Given the continued deterioration in the capital markets, net unrealized depreciation in the Company's portfolio may continue to increase in future periods and threaten the Company's ability to comply with the covenants under its Credit Facility. Accordingly, there are no assurances that the Company will continue to comply with these covenants. Failure to comply with these covenants would result in a default which, if the Company is unable to obtain a waiver from the lenders, could accelerate the Company's repayment obligations under the Credit Facility and thereby have a material adverse impact on its liquidity, financial condition, results of operations and ability to pay distributions as more fully described below.

The Credit Facility matures on April 14, 2010, and, if the facility is not renewed or extended by this date, all unpaid principal and interest will be due and payable within one year of maturity. There can be no guarantee that the Company will be able to renew, extend or replace the Credit Facility on terms that are favorable to the Company, or at all. The Company's ability to obtain replacement financing will be constrained by current economic conditions affecting the credit markets, which have significantly deteriorated over the last several months and may decline further. Consequently, any renewal, extension or refinancing of the Credit Facility will likely result in significantly higher interest rates and related charges and may impose significant restrictions on the use of borrowed funds with regard to its ability to fund investments or maintain distributions. For instance, in connection with the recent establishment of the Company's new credit facility, the size of the line was reduced from \$125.0 million under its prior facility to \$50.0 million under its new credit facility and Deutsche Bank A.G., who was a committed lender under its prior credit facility elected not to participate in the new facility and withdrew its commitment. If the Company is not able to renew, extend or refinance the Credit Facility, this would likely have a material adverse effect on its liquidity and ability to fund new investments or pay distributions to its stockholders. The Company's inability to pay distributions could result in it failing to qualify as a RIC. Consequently, any income or gains could become taxable at corporate rates. If the Company is unable to secure replacement financing, it may be forced to sell certain assets on disadvantageous terms, which may result in realized losses such as those recently recorded in connection with the Subsequent Syndicated Loan Sales, which resulted in a realized loss of approximately \$34.6 million during the quarter ending June 30, 2009. Such realized losses could materially exceed the amount of any unrealized depreciation on these assets as of the Company's most recent balance sheet date, which would have a material adverse effect on its results of operations. In addition to selling assets, or as an alternative, the Company may issue equity in order to repay amounts outstanding under the Credit Facility. Based on the recent trading prices of its stock, such an equity offering may have a substantial dilutive impact on the Company's existing stockholders' interest in the Company's earnings and assets and voting interest in it.

Table of Contents

*Senior Syndicated Loan Sales*

**During April 2009, the Company finalized its sale of 29 of the 32 senior syndicated loans that were held in its portfolio of investments at March 31, 2009 to various investors in the syndicated loan market. The loans, in aggregate, had a cost value of approximately \$104.2 million, or 29.9% of the cost value of the Company's total investments, and an aggregate fair market value of approximately \$69.8 million, or 22.2% of the fair market value of the Company's total investments, at March 31, 2009. As a result of these sales, the Company received approximately \$69.2 million in net cash proceeds and recorded a realized loss of approximately \$34.6 million. Upon the settlement of these sales, the remaining senior syndicated loans had a cost value of approximately \$16.1 million, or 6.7% of the cost value of the Company's total investments, and an aggregate fair value of approximately \$11.9 million or 5.0% of the Company's total investments. These loans are included in the Company's consolidated assets as of March 31, 2009 and were valued at their respective sale prices.**

In order to maintain RIC status under the Code, in addition to other requirements, as of the close of each quarter of its taxable year, the Company must meet the asset diversification test, which requires that at least 50% of the value of its assets consist of cash, cash items, U.S. government securities, the securities of other RICs and other securities to the extent such other securities of any one issuer do not represent more than 5% of the Company's total assets or more than 10% of the voting securities of such issuer. As a result of changes in the value of the Company's assets during April and May 2009, due to these sales of senior syndicated loans, the Company has fallen below the required 50% asset diversification threshold as of the date of this report. Failure to meet this threshold alone will not result in loss of RIC status in the Company's current situation. In circumstances where the failure to meet the 50% threshold as of a quarterly measurement date is the result of fluctuations in the value of assets, including as a result of the sale of assets, the Company is still deemed under the rules to satisfy the asset diversification test, and therefore maintain RIC status, as long as it has not made any new investments, including additional investments in its portfolio companies (such as advances under outstanding lines of credit), since the time that the Company fell below the 50% threshold. Thus, although the Company currently qualifies as a RIC despite its current, and potential future, inability to meet the 50% asset diversification requirement, if the Company makes any additional investments before regaining compliance with the asset diversification test, RIC status will be threatened. Because, in most circumstances, the Company is contractually required to advance funds on outstanding lines of credit upon the request of its portfolio companies, the Company may have a limited ability to avoid adding to existing investments in a manner that would cause it to fail the asset diversification test as of June 30, 2009 or as of subsequent quarterly measurement dates.

If the Company were to make a new investment and then fail to meet the 50% threshold, at the next quarterly measurement date, the Company would have thirty days to cure its failure of the asset diversification test to avoid a loss of RIC status. Potential cures for failure of the asset diversification test include raising additional equity or debt capital, or changing the composition of its assets, which could include full or partial divestitures of investments, such that it would once again exceed the 50% threshold. The Company is currently seeking to obtain a short-term credit facility under which it would be able to borrow funds at each quarter end that would allow it to satisfy the asset diversification test for the foreseeable future, thereby allowing the Company to make additional investments prior to June 30, 2009 or thereafter and be in compliance with this test. There can be no assurance, however, that the Company will be able to enter into such a credit facility on reasonable terms, if at all, or that any other cures will be available to the Company such that its investment activity could resume. However, the Company's ability to implement any of these cures would be subject to market conditions and a number of risks and uncertainties that would be, in part, beyond its control.

*Proprietary Investments Term Debt Repayments and Revolver Reductions/Extinguishments*

During April 2009, the Company executed the following transactions with certain of its portfolio companies:



- On April 9, 2009, A. Stucki Holding Corp. refinanced a portion of their senior term debt by repaying approximately \$2.0 million of principal repayments which represents the next three quarterly payments due under normal amortization on both their senior term A (\$1.6 million) and senior term B (\$412) loans. Normal amortization is expected to resume on April 1, 2010.
- On April 9, 2009, ASH Holdings Corp. made a repayment of approximately \$1.1 million on their revolving line of credit which reduced the outstanding balance to \$500.
- On April 10, 2009, the Company entered into an agreement to reduce the available credit limit on Mathey Investment, Inc.'s revolving line of credit from \$2.0 million to \$1.0 million. This was a non-cash transaction.
- On April 10, 2009, the Company made an investment disbursement to Cavert II Holding Corp. for approximately \$850 on their revolving line of credit and used the proceeds from it to make the next four quarterly payments due under normal amortization for both their senior term A and senior term B loans in a non-cash transaction. Normal amortization on both of these loans is expected to resume on July 1, 2010. Subsequently, on April 17, 2009, Cavert repaid the outstanding \$850 in principal plus accrued interest on its revolving line of credit. The revolving line of credit was then sold to a third party, the Royal Bank of Canada, for a nominal fee.
- On April 13, 2009, the Company entered into an agreement to reduce the available credit limit on Chase II Holdings Corp.'s revolving line of credit from \$4.5 million to \$3.5 million. This was a non-cash transaction.

***Distributions***

On April 16, 2009, the Company's Board of Directors declared the following monthly distributions:

| <b>Record Date</b> | <b>Payment Date</b> | <b>Distribution per Share</b> |      |
|--------------------|---------------------|-------------------------------|------|
| April 27, 2009     | May 8, 2009         | \$                            | 0.04 |
| May 20, 2008       | May 29, 2009        | \$                            | 0.04 |
| June 22, 2008      | June 30, 2009       | \$                            | 0.04 |

Table of Contents

***Interest Rate Cap Agreement***

In May 2009, the Company cancelled its interest rate cap agreement with Deutsche Bank A.G. and entered into a new interest rate cap agreement for a notional amount of \$45 million that will effectively limit the interest rate on a portion of the borrowings under the line of credit pursuant to the terms of the Credit Facility. The Company incurred a premium fee of approximately \$40 in conjunction with this agreement.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A. Controls and Procedures**

a) Disclosure Controls and Procedures

As of March 31, 2009 (the end of the period covered by this report), we, including our chief executive officer and chief financial officer, evaluated the effectiveness and design and operation of our disclosure controls and procedures. Based on that evaluation, our management, including the chief executive officer and chief financial officer, concluded that our disclosure controls and procedures were effective in timely alerting management, including the chief executive officer and chief financial officer, of material information about us required to be included in periodic SEC filings. However, in evaluation of the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

b) Management's Annual Report on Internal Control over Financial Reporting

Refer to Management's Report on Internal Control over Financial Reporting located in Item 8 of this Form 10-K.

c) Attestation Report of the Independent Registered Public Accounting Firm

Refer to the Report of Independent Registered Public Accounting Firm located in Item 8 of this Form 10-K.

d) Change in Internal Control over Financial Reporting

There were no changes in internal controls for the period ended March 31, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

Not applicable.

### **PART III**

We will file a definitive Proxy Statement for our 2009 Annual Meeting of Stockholders (the 2009 Proxy Statement ) with the SEC, pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year. Accordingly, certain information required by Part III has been omitted under General Instruction G(3) to Form 10-K. Only those sections of the 2009 Proxy Statement that specifically address the items set forth herein are incorporated by reference.

#### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by Item 10 is hereby incorporated by reference from our 2009 Proxy Statement under the captions Election of Directors and Section 16(a) Beneficial Ownership Reporting Compliance.

#### **Item 11. Executive Compensation**

The information required by Item 11 is hereby incorporated by reference from our 2009 Proxy Statement under the captions Executive Compensation and Director Compensation.

Table of Contents

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by Item 12 is hereby incorporated by reference from our 2009 Proxy Statement under the caption Security Ownership of Certain Beneficial Owners and Management.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

The information required by Item 13 is hereby incorporated by reference from our 2009 Proxy Statement under the captions Certain Transactions and Director Independence.

**Item 14. Principal Accountant Fees and Services**

The information required by Item 14 is hereby incorporated by reference from our 2009 Proxy Statement under the caption Independent Registered Public Accounting Firm Fees.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

**a. DOCUMENTS FILED AS PART OF THIS REPORT**

1. The following financial statements are filed herewith:

|   |    |
|---|----|
| <u>Report of Independent Registered Public Accounting Firm</u>  | 63 |
| <u>Consolidated Statements of Assets and Liabilities as of March 31, 2009 and March 31, 2008</u>                              | 64 |
| <u>Consolidated Schedules of Investments as of March 31, 2009 and March 31, 2008</u>  | 65 |
| <u>Consolidated Statements of Operations for the years ended March 31, 2009, March 31, 2008 and March 31, 2007</u>            | 71 |
| <u>Consolidated Statements of Changes in Net Assets for the years ended March 31, 2009, March 31, 2008 and March 31, 2007</u> | 72 |
| <u>Consolidated Statements of Cash Flows for the years ended March 31, 2009, March 31, 2008 and March 31, 2007</u>            | 73 |
| <u>Financial Highlights for the years ended March 31, 2009, March 31, 2008 and March 31, 2007</u>                             | 74 |
| <u>Notes to Consolidated Financial Statements</u>   | 75 |

2. Financial statement schedules

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

The following financial statement schedule is filed herewith:

- Schedule 12-14 Investments in and Advances to Affiliates

No other financial statement schedules are filed herewith because (1) such schedules are not required or (2) the information has been presented in the aforementioned financial statements.

Table of Contents

3. Exhibits

The following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the SEC:

- 3.1 Amended and Restated Certificate of Incorporation, incorporated by reference to Exhibit a.2 to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-123699), filed May 13, 2005.
- 3.2 Amended and Restated Bylaws, incorporated by reference to Exhibit b.2 to the Pre-effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-123699), filed June 21, 2005.
- 3.3 First Amendment to Amended and Restated Bylaws of Gladstone Investment Corporation, incorporated by reference to Exhibit 99.1 to Current Report on Form 8-K (File No. 814-00704) filed July 10, 2007.
- 4.1 Specimen Stock Certificate, incorporated by reference to Exhibit 99.d to Form N-2/A (File No. 333-123699), filed June 21, 2005.
- 4.2 Distribution Reinvestment Plan, incorporated by reference to Exhibit 99.e to Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-123699), filed June 21, 2005.
- 10.1\* Investment Advisory and Management Agreement between the Company and Gladstone Management Corporation, dated June 22, 2005, incorporated by reference to Exhibit 10.1 to the Annual Report on Form 10-K filed June 14, 2006.
- 10.2\* Administration Agreement between the Registrant and Gladstone Administration, LLC, dated June 22, 2005, incorporated by reference to Exhibit 10.2 to the Annual Report on Form 10-K filed June 14, 2006.
- 10.3\* Trademark License Agreement between the Registrant and Gladstone Management Corporation, incorporated by reference to Exhibit k.3 to the Registration Statement on Form N-2 (File No. 333-123699), filed on March 31, 2005.
- 10.4 Stock Transfer Agency Agreement between the Registrant and The Bank of New York, incorporated by reference to Exhibit k.1 to Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-123699), filed May 13, 2005.
- 10.5 Custody Agreement between the Registrant and The Bank of New York, incorporated by reference to Exhibit 99.j to Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-123699), filed June 21, 2005.
- 10.6 Joint Directors Nonqualified Excess Plan of Gladstone Commercial Corporation, Gladstone Capital Corporation and Gladstone Investment Corporations, dated as of July 11, 2006, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 814-00704), filed July 12, 2006.
- 10.7 Second Amended and Restated Credit Agreement by and among Gladstone Business Investment LLC, Branch Bank and Trust Company and certain other parties, dated as of April 14, 2009, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 814-00704) filed on April 14, 2009.
- 11 Computation of Per Share Earnings (included in the notes to the audited financial statements contained in this report).
- 21 Subsidiaries of the Registrant.
- 31.1 Certification of Chief Executive Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.

---

\* Denotes management contract or compensatory plan or arrangement.

Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GLADSTONE INVESTMENT CORPORATION**

Date: June 2, 2009

By: /s/ MARK PERRIGO  
Mark Perrigo  
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated.

|                    |     |   |
|--------------------|-----|---|
| Date: June 2, 2009 | By: | /s/ DAVID GLADSTONE   |
|                    |     | David Gladstone   |
|                    |     | Chief Executive Officer and Chairman of the Board of Directors<br>(principal executive officer) |
| Date: June 2, 2009 | By: | /s/ TERRY LEE BRUBAKER  |
|                    |     | Terry Lee Brubaker  |
|                    |     | Co-Vice Chairman, Chief Operating Officer, Secretary and<br>Director                            |
| Date: June 2, 2009 | By: | /s/ GEORGE STELLJES III   |
|                    |     | George Stelljes III   |
|                    |     | Co-Vice Chairman, Chief Investment Officer and Director   |
| Date: June 2, 2009 | By: | /s/ DAVID A. R. DULLUM  |
|                    |     | David A. R. Dullum  |
|                    |     | President and Director  |
| Date: June 2, 2009 | By: | /s/ MARK PERRIGO  |
|                    |     | Mark Perrigo  |
|                    |     | Chief Financial Officer (principal financial and accounting<br>officer)                         |
| Date: June 2, 2009 | By: | /s/ ANTHONY W. PARKER   |
|                    |     | Anthony W. Parker   |
|                    |     | Director  |
| Date: June 2, 2009 | By: | /s/ MICHELA A. ENGLISH  |
|                    |     | Michela A. English  |
|                    |     | Director  |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

|                    |     |                    |
|--------------------|-----|--------------------|
|                    |     |                    |
| Date: June 2, 2009 | By: | /s/ PAUL ADELGREN  |
|                    |     | Paul Adalgren      |
|                    |     | Director           |
|                    |     |                    |
| Date: June 2, 2009 | By: | /s/ MAURICE COULON |
|                    |     | Maurice Coulon     |
|                    |     | Director           |
|                    |     |                    |
| Date: June 2, 2009 | By: | /s/ JOHN OUTLAND   |
|                    |     | John Outland       |
|                    |     | Director           |
|                    |     |                    |
| Date: June 2, 2009 | By: | /s/ GERARD MEAD    |
|                    |     | Gerard Mead        |
|                    |     | Director           |



## Table of Contents

## SCHEDULE 12-14

**GLADSTONE INVESTMENT CORPORATION**  
**INVESTMENTS IN AND ADVANCES TO AFFILIATES**

| Name of Issuer (1)            | Title of Issue or Nature of Indebtedness | Number of Shares or Principal Amount of Indebtedness Held at March 31, 2009 |        | Interest Earned for the year ended March 31, 2009 | Equity in Net Profit (Loss) for the year ended March 31, 2009 (3) | Value at March 31, 2009 |        |
|-------------------------------|--|---|--------|---|---|-------------------------|--------|
|                               |  |   |        |   |   |                         |        |
| <b>CONTROL INVESTMENTS</b>    |  |   |        |   |   |                         |        |
| A. Stucki Holding Corporation | Senior Term Debt                         | \$  | 11,246 |   |   | \$                      | 11,246 |
|                               | Senior Term Debt                         |   | 10,450 |   |   |                         | 10,450 |
|                               | Subordinated Term Debt                   |   | 8,586  |   |   |                         | 8,856  |
|                               | Redeemable Preferred Stock (2)           |   | 44     |   |   |                         | 5,128  |
|                               | Common Stock (2)                         |   | 130    |   |   |                         | 14,021 |
|                               |  |   |        | \$  | 2,716   | \$                      | 49,431 |
| Acme Cryogenics, Inc.         | Senior Subordinated Term Debt            |   | 14,500 |   |   |                         | 14,500 |
|                               | Redeemable Preferred Stock (2)           |   | 899    |   |   |                         | 6,920  |
|                               | Common Stock (2)                         |   | 418    |   |   |                         |        |
|                               | Common Stock Warrants (2)                |   | 453    |   |   |                         |        |
|                               |  |   |        |   | 1,691   |                         | 21,420 |
| ASH Holdings Corporation      | Revolving Credit Facility                |   | 1,600  |   |   |                         | 560    |
|                               | Senior Subordinated Term Debt            |   | 5,937  |   |   |                         | 2,078  |
|                               | Preferred Stock (2)                      |   | 2,500  |   |   |                         |        |
|                               | Common Stock (2)                         |   |        |   |   |                         |        |
|                               | Common Stock Warrants (2)                |   | 74     |   |   |                         |        |
|                               |  |   |        |   |   |                         | 2,638  |
| Cavert II Holding Corporation | Revolving Credit Facility                |   |        |   |   |                         |        |
|                               | Senior Term Debt                         |   | 5,687  |   |   |                         | 5,687  |
|                               | Senior Term Debt                         |   | 2,950  |   |   |                         | 2,950  |
|                               | Senior Subordinated Term Debt            |   | 4,671  |   |   |                         | 4,671  |
|                               | Preferred Stock (2)                      |   | 41     |   |   |                         | 4,591  |
|                               | Common Stock (2)                         |   | 69     |   |   |                         | 733    |
|                               |  |   |        |   | 1,587   |                         | 18,632 |
| Chase II Holdings Corporation | Revolving Credit Facility                |   | 3,395  |   |   |                         | 3,395  |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION DE - Form 10-K

|                                    |                                |    |        |  |       |                  |                   |
|------------------------------------|--------------------------------|----|--------|--|-------|------------------|-------------------|
|                                    | Senior Term Debt               |    | 8,800  |  |       |                  | 8,800             |
|                                    | Senior Term Debt               |    | 7,680  |  |       |                  | 7,680             |
|                                    | Subordinated Term Debt         |    | 6,168  |  |       |                  | 6,168             |
|                                    | Redeemable Preferred Stock (2) |    | 70     |  |       |                  | 9,300             |
|                                    | Preferred Stock (2)            |    | 61     |  |       |                  | 5,537             |
|                                    |                                |    |        |  |       |                  |                   |
| Country Club Enterprises, LLC      | Subordinated Term Debt         |    | 7,000  |  |       |                  | 7,000             |
|                                    | Preferred Stock (2)            |    | 2,380  |  |       |                  | 3,725             |
|                                    |                                |    |        |  | 462   |                  | 10,725            |
|                                    |                                |    |        |  |       |                  |                   |
| Galaxy Tool Holding Corporation    | Subordinated Term Debt         |    | 17,250 |  |       |                  | 17,250            |
|                                    | Preferred Stock (2)            |    | 4,112  |  |       |                  | 4,486             |
|                                    | Common Stock (2)               |    | 48     |  |       |                  | 701               |
|                                    |                                |    |        |  | 1,436 |                  | 22,437            |
| <b>Total Control Investments</b>   |                                |    |        |  |       | <b>\$ 10,694</b> | <b>\$ 166,163</b> |
|                                    |                                |    |        |  |       |                  |                   |
| <b>AFFILIATE INVESTMENTS</b>       |                                |    |        |  |       |                  |                   |
| Danco Acquisition Corporation      | Revolving Credit Facility      | \$ | 400    |  |       | \$ 378           |                   |
|                                    | Senior Term Debt               |    | 4,837  |  |       |                  | 4,584             |
|                                    | Senior Term Debt               |    | 9,113  |  |       |                  | 8,544             |
|                                    | Redeemable Preferred Stock (2) |    |        |  |       |                  | 2,558             |
|                                    | Common Stock Warrants (2)      |    |        |  |       |                  |                   |
|                                    |                                |    |        |  |       | \$ 1,597         | 16,064            |
|                                    |                                |    |        |  |       |                  |                   |
| Mathey Investments, Inc.           | Revolving Credit Facility      |    | 537    |  |       |                  | 529               |
|                                    | Senior Term Debt               |    | 2,375  |  |       |                  | 2,339             |
|                                    | Senior Term Debt               |    | 7,227  |  |       |                  | 7,082             |
|                                    | Common Stock (2)               |    |        |  |       |                  | 446               |
|                                    | Common Stock Warrants (2)      |    |        |  |       |                  | 260               |
|                                    |                                |    |        |  | 1,123 |                  | 10,656            |
|                                    |                                |    |        |  |       |                  |                   |
| Noble Logistics, Inc.              | Revolving Credit Facility      |    | 2,000  |  |       |                  | 1,500             |
|                                    | Senior Term Debt               |    | 5,727  |  |       |                  | 4,295             |
|                                    | Senior Term Debt               |    | 7,300  |  |       |                  | 5,475             |
|                                    | Senior Subordinated Term Debt  |    | 500    |  |       |                  | 375               |
|                                    | Senior Subordinated Term Debt  |    | 150    |  |       |                  | 149               |
|                                    | Preferred Stock (2)            |    | 1,000  |  |       |                  |                   |
|                                    | Common Stock (2)               |    | 1,500  |  |       |                  |                   |
|                                    |                                |    |        |  | 1,635 |                  | 11,794            |
|                                    |                                |    |        |  |       |                  |                   |
| Quench Holdings Corporation (4)    | Senior Subordinated Term Debt  |    | 8,000  |  |       |                  | 5,800             |
|                                    | Series A Preferred Stock (2)   |    |        |  |       |                  | 2,542             |
|                                    | Common Stock (2)               |    | 35     |  |       |                  |                   |
|                                    |                                |    |        |  | 1,068 |                  | 8,342             |
|                                    |                                |    |        |  |       |                  |                   |
| Tread Corporation                  | Senior Term Debt               |    | 5,000  |  |       |                  | 4,925             |
|                                    | Preferred Stock (2)            |    | 750    |  |       |                  | 793               |
|                                    | Common Stock Warrants (2)      |    | 273    |  |       |                  | 453               |
|                                    |                                |    |        |  | 550   |                  | 6,171             |
| <b>Total Affiliate Investments</b> |                                |    |        |  |       | <b>\$ 5,973</b>  | <b>\$ 53,027</b>  |



Edgar Filing: GLADSTONE INVESTMENT CORPORATION DE - Form 10-K

Table of Contents

- (1) Certain of the listed securities are issued by affiliate(s) of the indicated portfolio company.
- (2) Security is non-income producing.
- (3) In accordance with Regulation S-X, rule 6-03(c)(i), the Company does not consolidate its portfolio investments. Therefore, no equity in the net profit (loss) was recorded as of March 31, 2009.
- (4) Portfolio company had earned \$597 as a Control investment before being reclassified as an Affiliate investment in the second quarter of the current fiscal year.

| Name of Issuer(1)             | Title of Issue or Nature of Indebtedness | Value of Each Item as of March 31, 2008 |        | Gross Additions |       | Gross Reductions |         | Value of Each Item as of March 31, 2009 |            |
|-------------------------------|--|---|--------|-----------------|-------|------------------|---------|---|------------|
| <b>CONTROL INVESTMENTS</b>    |  |   |        |                 |       |                  |         |   |            |
| A. Stucki Holding Corporation | Senior Term Debt                         | \$                                      | 13,391 | \$              |       | \$               | (2,145) | \$                                      | 11,246     |
|                               | Senior Term Debt                         |   | 11,000 |                 |       |                  | (550)   |   | 10,450     |
|                               | Subordinated Term Debt                   |   | 5,486  |                 | 3,800 |                  | (700)   |   | 8,586      |
|                               | Redeemable Preferred Stock (2)           |   | 4,748  |                 | 380   |                  |         |   | 5,128      |
|                               | Common Stock (2)                         |   | 10,062 |                 | 3,959 |                  |         |   | 14,021     |
|                               |  |   | 44,687 |                 | 8,139 |                  | (3,395) |   | 49,431     |
| Acme Cryogenics, Inc.         | Senior Subordinated Term Debt            |   | 14,500 |                 |       |                  |         |   | 14,500     |
|                               | Redeemable Preferred Stock (2)           |   | 7,795  |                 |       |                  | (875)   |   | 6,920      |
|                               | Common Stock (2)                         |   | 2,977  |                 |       |                  | (2,977) |   |            |
|                               | Common Stock Warrants (2)                |   | 291    |                 |       |                  | (291)   |   |            |
|                               |  |   | 25,563 |                 |       |                  | (4,143) |   | 21,420     |
| ASH Holdings Corporation      | Revolving Credit Facility                |   |        |                 | 850   |                  | (290)   |   | 560        |
|                               | Senior Subordinated Term Debt            |   |        |                 | 2,078 |                  |         |   | 2,078      |
|                               | Redeemable Preferred Stock (2)           |   |        |                 |       |                  |         |   |            |
|                               | Common Stock (2)                         |   |        |                 |       |                  |         |   |            |
|                               | Common Stock Warrants (2)                |   |        |                 |       |                  |         |   |            |
|                               |  |   |        |                 | 2,928 |                  | (290)   |   | 2,638      |
| Cavert II Holding Corporation | Revolving Credit Facility                |   | 2,400  |                 | 300   |                  | (2,700) |   |            |
|                               | Senior Term Debt                         |   | 6,337  |                 |       |                  | (650)   |   | 5,687      |
|                               | Senior Term Debt                         |   | 3,000  |                 |       |                  | (50)    |   | 2,950      |
|                               | Senior Subordinated Term Debt            |   | 4,671  |                 |       |                  |         |   | 4,671      |
|                               | Preferred Stock (2)                      |   | 4,252  |                 | 339   |                  |         |   | 4,591      |
|                               | Common Stock (2)                         |   | 688    |                 | 45    |                  |         |   | 733        |
|                               |  |   | 21,348 |                 | 684   |                  | (3,400) |   | 21,347,617 |
| Chase II Holdings Corporation | Revolving Credit Facility                |   | 3,280  |                 | 1,715 |                  | (1,600) |   | 3,395      |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION\DE - Form 10-K

|  |                                   |        |       |         |        |
|--|-----------------------------------|--------|-------|---------|--------|
|  | Senior Term Debt                  | 9,900  |       | (1,100) | 8,800  |
|  | Senior Term Debt                  | 7,840  |       | (160)   | 7,680  |
|  | Subordinated Term Debt            | 6,168  |       |         | 6,168  |
|  | Redeemable Preferred<br>Stock (2) | 8,455  | 845   |         | 9300   |
|  | Common Stock (2)                  | 3,508  | 2,029 |         | 5,537  |
|  |                                   | 39,151 | 4,589 | (2,860) | 40,880 |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION DE - Form 10-K

| Name of Issuer(1)                | Title of Issue or Nature of Indebtedness | Value of Each Item as of March 31, 2008 | Gross Additions | Gross Reductions | Value of Each Item as of March 31, 2009 |
|----------------------------------|--|---|-----------------|------------------|---|
| Country Club Enterprises, LLC    | Subordinated Term Debt                   |   | 7,000           |                  | 7,000                                   |
|                                  | Preferred Stock (2)                      |   | 3,725           |                  | 3,725                                   |
|                                  |  |   | 10,725          |                  | 10,725                                  |
| Galaxy Tool Holdings Corporation | Subordinated Term Debt                   |   | 17,250          |                  | 17,250                                  |
|                                  | Preferred Stock (2)                      |   | 4,486           |                  | 4,486                                   |
|                                  | Common Stock (2)                         |   | 701             |                  | 701                                     |
|                                  |  |   | 22,437          |                  | 22,437                                  |
| <b>Total Control Investments</b> |  | \$ 130,749                              | \$ 49,502       | \$ (14,088)      | \$ 166,163                              |
| <b>AFFILIATE INVESTMENTS</b>     |  |   |                 |                  |   |
| Danco Acquisition Corp.          | Revolving Credit Facility                | \$ 600                                  | \$ 400          | \$ (622)         | \$ 378                                  |
|                                  | Senior Term Debt                         | 5,550                                   |                 | (966)            | 4,584                                   |
|                                  | Senior Term Debt                         | 8,578                                   | 630             | (664)            | 8,544                                   |
|                                  | Redeemable Preferred Stock (2)           | 2,576                                   |                 | (18)             | 2,558                                   |
|                                  | Common Stock Warrants (2)                | 1,045                                   |                 | (1,045)          |   |
|                                  |  | 18,349                                  | 1,030           | (3,315)          | 16,064                                  |
| Mathey Investments, Inc.         | Revolving Credit Facility                |   | 537             | (8)              | 529                                     |
|                                  | Senior Term Debt                         | 2,500                                   |                 | (161)            | 2,339                                   |
|                                  | Senior Term Debt                         | 7,300                                   | 73              | (291)            | 7,082                                   |
|                                  | Common Stock (2)                         | 500                                     |                 | (54)             | 446                                     |
|                                  | Common Stock Warrants (2)                | 277                                     |                 | (17)             | 260                                     |
|                                  |  | 10,577                                  | 610             | (531)            | 10,656                                  |
| Noble Logistics, Inc.            | Revolving Credit Facility                | 1,900                                   | 100             | (500)            | 1,500                                   |
|                                  | Senior Term Debt                         | 6,077                                   |                 | (1,782)          | 4,295                                   |
|                                  | Senior Term Debt                         | 7,000                                   | 300             | (1,825)          | 5,475                                   |
|                                  | Senior Subordinated Term Debt            |   | 1,000           | (1,000)          |   |
|                                  | Senior Subordinated Term Debt            |   | 500             | (125)            | 375                                     |
|                                  | Senior Subordinated Term Debt            |   | 150             | (1)              | 149                                     |
|                                  | Redeemable Preferred Stock (2)           | 2,108                                   |                 | (2,108)          |   |
|                                  | Common Stock (2)                         | 1,447                                   | 182             | (1,629)          |   |
|                                  |  | 18,532                                  | 2,232           | (8,970)          | 11,794                                  |
| Quench Holdings Corporation      | Revolving Credit Facility                | 1,500                                   |                 | (1,500)          |   |
|                                  | Senior Term Debt                         | 4,250                                   |                 | (4,250)          |   |
|                                  | Senior Subordinated Term Debt            | 7,820                                   | 225             | (2,245)          | 5,800                                   |
|                                  | Equipment Line Note                      | 1,088                                   | 588             | (1,676)          |   |
|                                  | Preferred Stock (2)                      |   | 2,592           | (50)             | 2,542                                   |
|                                  | Common Stock Warrants (2)                |   |                 |                  |   |
|                                  |  | 14,658                                  | 3,405           | (9,721)          | 8,342                                   |

Edgar Filing: GLADSTONE INVESTMENT CORPORATION/DE - Form 10-K

|                                    |                           |    |               |      |                 |
|------------------------------------|---------------------------|----|---------------|------|-----------------|
| Tread Corporation                  | Senior Term Debt          |    | 5,000         | (75) | 4,925           |
|                                    | Preferred Stock (2)       |    | 793           |      | 793             |
|                                    | Common Stock Warrants (2) |    | 453           |      | 453             |
|                                    |                           |    | 6,246         | (75) | 6,171           |
| <b>Total Affiliate Investments</b> |                           | \$ | <b>62,116</b> | \$   | <b>13,523</b>   |
|                                    |                           |    |               | \$   | <b>(22,612)</b> |
|                                    |                           |    |               | \$   | <b>53,027</b>   |

---

(1) Certain of the listed securities are issued by affiliate(s) of the indicated portfolio company.

(2) Security is non-income producing.