

PENNANTPARK INVESTMENT CORP  
Form POS462B  
February 23, 2011

As filed with the Securities and Exchange Commission on February 23, 2011

1933 Act File No. 333-172105

1940 Act File No. 814-00736

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

**FORM N-2**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

Pre-Effective Amendment No. ..  
Post-Effective Amendment No. X  
and/or

**REGISTRATION STATEMENT**

*UNDER*

*THE INVESTMENT COMPANY ACT OF 1940*

**Amendment No. 1**

# **PennantPark Investment Corporation**

(Exact Name of Registrant as Specified in Charter)

**590 Madison Avenue**

**15th Floor**

**New York, New York 10022**

(Address of Principal Executive Offices)

**(212) 905-1000**

(Registrant's Telephone Number, Including Area Code)

**Arthur H. Penn**

**c/o PennantPark Investment Corporation**

**590 Madison Avenue**

**15th Floor**

**New York, NY 10022**

(Name and address of Agent for Service)

*Copies to:*

**Thomas J. Friedmann**

**David J. Harris**

**Dechert LLP**

**1775 I Street, N.W.**

**Washington, D.C. 20006**

**Approximate Date of Proposed Public Offering: This post-effective amendment deregisters those securities that remain unsold hereunder as of the effective date hereof.**

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If any of the securities being registered on this form are offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. "

It is proposed that this filing will become effective when declared effective (check appropriate box):

" when declared effective pursuant to Section 8(c).

If appropriate, check the following box:

" This post-effective amendment designates a new effective date for a previously filed registration statement.

" This form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 and the Securities Act registration statement number of the earlier effective registration statement for the same offering is 333-150033.

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement filed on Form N-2MEF (File No.333-172105) of PennantPark Investment Corporation (the Company ), filed on February 8, 2011 (the Registration Statement ), pursuant to which the Company increased by \$21,578,000 the dollar amount of its common stock registered under its shelf registration statement on Form N-2 (File No. 333-150033), as amended and declared effective on January 28, 2011. The Registration Statement was filed under Rule 462(b) in connection with the final takedown of securities on the Company s shelf registration statement.

The Company is filing this Post-Effective Amendment No. 1 to deregister, as of the date of effectiveness of this Post-Effective Amendment No. 1, all unsold securities under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and State of New York, on the 23<sup>rd</sup> day of February, 2011.

**By:** /S/ Arthur H. Penn  
**Name:** Arthur H. Penn  
**Title:** Chief Executive Officer and Chairman of  
**the Board**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities set forth below on the 23<sup>rd</sup> day of February, 2011.

| <b>Name</b>                          | <b>Title</b>   |
|--------------------------------------|--|
|                                      | Chairman of the Board of Directors and Chief Executive     |
| /S/ Arthur H. Penn<br>Arthur H. Penn | Officer (Principal Executive Officer)                      |
|                                      | Chief Financial Officer and Treasurer (Principal Financial |
| /S/ Aviv Efrat<br>Aviv Efrat         | and Accounting Officer)                                    |
| *<br>Adam K. Bernstein               | Director   |
| *<br>Jeffrey Flug                    | Director   |
| *<br>Marshall Brozost                | Director   |
| *<br>Samuel L. Katz                  | Director   |

\* Signed by Aviv Efrat on behalf of those identified pursuant to his designation as an attorney-in-fact signed by each on April 1, 2008.