

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 3, 2022

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

Delaware
(State or Other Jurisdiction
of Incorporation)

814-00704
(Commission
File Number)

83-0423116
(IRS Employer
Identification No.)

1521 Westbranch Drive, Suite 100
McLean, Virginia
(Address of Principal Executive Offices)

22102
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.001 par value per share	GAIN	The Nasdaq Stock Market LLC
5.00% Notes due 2026	GAINN	The Nasdaq Stock Market LLC
4.875% Notes due 2028	GAINZ	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On August 3, 2022, Gladstone Investment Corporation issued a press release announcing its financial results for its first fiscal quarter ended June 30, 2022. The text of the press release is included as an exhibit to this Current Report on Form 8-K. The information in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Gladstone Investment Corporation, dated February 8, 2022.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Gladstone Investment Corporation (Registrant)

August 3, 2022

By: /s/ Rachael Easton

Rachael Easton, Chief Financial Officer and Treasurer



GLADSTONE INVESTMENT

Gladstone Investment Corporation Reports Financial Results for its First Quarter Ended June 30, 2022

MCLEAN, VA, August 3, 2022: [Gladstone Investment Corporation](https://www.gladstoneinvestment.com) (Nasdaq:GAIN) (the "Company") today announced earnings for its first quarter ended June 30, 2022. Please read the Company's Quarterly Report on Form 10-Q, filed today with the U.S. Securities and Exchange Commission (the "SEC"), which is available on the SEC's website at www.sec.gov or the investors section of the Company's website at www.gladstoneinvestment.com.

Summary Information: (dollars in thousands, except per share data (unaudited)).

	June 30, 2022	March 31, 2022	\$ Change	% Change
For the quarter ended:				
Total investment income	\$ 19,297	\$ 19,246	\$ 51	0.3 %
Total expenses, net ^(A)	11,926	12,516	(590)	(4.7)%
Net investment income ^(A)	7,371	6,730	641	9.5 %
Net realized gain (loss)	4,452	(10,000)	14,452	NM
Net unrealized (depreciation) appreciation	212	19,966	(19,754)	(98.9)%
Net increase in net assets resulting from operations ^(A)	\$ 12,035	\$ 16,696	\$ (4,661)	(27.9)%
Net investment income per weighted-average common share ^(A)	\$ 0.22	\$ 0.20	\$ 0.02	10.0 %
Adjusted net investment income per weighted-average common share ^(B)	\$ 0.25	\$ 0.26	\$ (0.01)	(3.9)%
Net increase in net assets resulting from operations per weighted-average common share ^(A)	\$ 0.36	\$ 0.50	\$ (0.14)	(28.0)%
Cash distribution per common share from net investment income	\$ 0.10	\$ 0.32	\$ (0.22)	(68.8)%
Cash distribution per common share from net realized gains ^(C)	\$ 0.25	\$ 0.02	\$ 0.23	NM
Weighted-average yield on interest-bearing investments	11.9 %	14.9 %	(3.0)%	(20.1)%
Total dollars invested	\$ 27,800	\$ 8,188	\$ 19,612	239.5 %
Total dollars repaid and collected from sales	\$ 57,352	\$ 4,500	\$ 52,852	NM
Weighted-average shares of common stock outstanding - basic and diluted	33,205,023	33,205,023	—	— %
As of:				
Total investments, at fair value	\$ 689,513	\$ 714,396	\$ (24,883)	(3.5)%
Fair value, as a percent of cost	107.0 %	106.7 %	0.3 %	0.3 %
Net assets	\$ 446,409	\$ 445,830	\$ 579	0.1 %
Net asset value per common share	\$ 13.44	\$ 13.43	\$ 0.01	0.1 %
Number of portfolio companies	26	26	—	— %

NM = Not Meaningful

^(A) Inclusive of \$0.9 million, or \$0.03 per weighted-average common share, and \$2.0 million, or \$0.06 per weighted-average common share, of capital gains-based incentive fees accrued during the three months ended June 30, 2022 and March 31, 2022, respectively. These fees were accrued in accordance with United States generally accepted accounting principles ("U.S. GAAP"), where such amounts were not contractually due under the terms of the investment advisory agreement for the respective periods. Also see discussion under *Non-GAAP Financial Measure – Adjusted Net Investment Income* below.

^(B) See Non-GAAP Financial Measure - Adjusted Net Investment Income, below, for a description of this non-GAAP measure and a reconciliation from Net investment income to Adjusted net investment income, including on a weighted-average per share basis. The Company uses this non-GAAP financial measure internally in analyzing financial results and believes it is useful to investors as an additional tool to evaluate ongoing results and trends for the Company.

^(C) Estimates of tax characterization made on a quarterly basis may not be representative of the actual tax characterization of distributions for the full year. Estimates made on a quarterly basis are updated as of each interim reporting date.

Highlights for the Quarter: During the quarter ended June 30, 2022, the following significant events occurred:

- **Portfolio Activity:**

- Exited our investment in Bassett Creek Services, Inc., which resulted in success fee income of \$3.0 million, a realized gain on preferred equity of \$4.7 million and repayment of our debt investment of \$48.0 million at par;
- Invested \$21.0 million in a new portfolio company, Dema/Mai Holdings, Inc. (“Dema/Mai”), in the form of preferred equity to acquire Mai Mechanical, LLC, a leading provider of plumbing and mechanical services focused on multi-family residential construction headquartered in Denver, Colorado, from J.R. Hobbs Co. - Atlanta, LLC, an existing portfolio company; and
- Invested an additional \$6.4 million in the form of secured first lien debt in Nocturne Villa Rentals, Inc.

- **Distributions and Dividends:**

- Paid \$0.075 per common share to common stockholders in each of April, May, and June 2022; and
- Paid a \$0.12 per common share supplemental distribution to common stockholders in June 2022.

First Quarter Results: Net investment income for the quarter ended June 30, 2022 was \$7.4 million, or \$0.22 per weighted-average common share, compared to net investment income for the quarter ended March 31, 2022 of \$6.7 million, or \$0.20 per weighted-average common share. This change resulted from a decrease in total expenses, net of credits, quarter over quarter, coupled with an increase in total investment income.

Total investment income during the quarters ended June 30, 2022 and March 31, 2022 was \$19.3 million and \$19.2 million, respectively. The quarter over quarter increase was primarily due to a \$3.3 million increase in dividend and success fee income, the timing of which can be variable. This increase was partially offset by the collection of \$3.2 million of past due interest in the prior quarter from certain loans that were previously on non-accrual status, compared to no such collection in the current quarter.

Total expenses, net of credits, during the quarters ended June 30, 2022 and March 31, 2022 was \$11.9 million and \$12.5 million, respectively. The quarter over quarter decrease was primarily due to a \$1.1 million decrease in the capital gains-based incentive fees in the current quarter, as a result of the net impact of realized and unrealized gains and losses, partially offset by a \$0.8 million increase in other expenses, primarily as a result of estimated excise taxes.

Net asset value per common share as of June 30, 2022 was \$13.44, compared to \$13.43 as of March 31, 2022. The quarter over quarter increase was primarily due to \$7.4 million, or \$0.22 per common share, of net investment income, \$4.5 million, or \$0.13 per common share, of realized gains on investments, and \$0.2 million, or \$0.01 per common share, of net unrealized appreciation of investments, of which \$12.5 million was due to unrealized appreciation of investments and \$12.3 million was due to the reversal of unrealized appreciation on exits. These amounts were offset by \$11.5 million, or \$0.35 per common share, of distributions paid to common shareholders.

Subsequent Events: After June 30, 2022, the following significant events occurred:

- **Significant Investment Activity:**

- In July 2022, we invested an additional \$39.1 million in the form of secured first lien debt in Dema/Mai to fund an add-on acquisition of Dema Plumbing, a plumbing and mechanical systems installation and service provider to single-family residential homebuilders.
 - In July 2022, we recapitalized our investment in Horizon Facilities Services, Inc. and invested an additional \$30.0 million in the form of secured first lien debt. In connection with this investment, we received equity proceeds of \$12.3 million, which were recognized as a \$10.1 million return of preferred equity cost basis and a realized gain of \$2.2 million, as well as dividend income of \$3.1 million and success fee income of \$1.7 million.
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Distributions and dividends: In July 2022, our Board of Directors declared the following monthly and supplemental distributions to common stockholders:

Record Date	Payment Date	Distribution per Common Share	
July 22, 2022	July 29, 2022	\$	0.075
August 23, 2022	August 31, 2022		0.075
September 22, 2022	September 30, 2022		0.075
Total for the Quarter:		\$	0.225

Non-GAAP Financial Measure - Adjusted Net Investment Income: On a supplemental basis, the Company discloses Adjusted net investment income, including on a per share basis, which is a financial measure that is calculated and presented on a basis of methodology other than in accordance with GAAP. Adjusted net investment income represents net investment income, excluding capital gains-based incentive fees. The Company uses this non-GAAP financial measure internally in analyzing financial results and believes that this non-GAAP financial measure is useful to investors as an additional tool to evaluate ongoing results and trends for the Company. The Company's investment advisory agreement provides that a capital gains-based incentive fee is determined and paid annually with respect to realized capital gains (but not unrealized appreciation) to the extent such realized capital gains exceed realized capital losses and unrealized depreciation on investments for such year. However, under GAAP, a capital gains-based incentive fee is accrued if realized capital gains and unrealized appreciation of investments exceed realized capital losses and unrealized depreciation of investments. Refer to Note 4 - *Related Party Transactions* in our Quarterly Report on Form 10-Q for further discussion. The Company believes that Adjusted net investment income is a useful indicator of operations exclusive of any capital gains-based incentive fees, as net investment income does not include realized or unrealized investment activity associated with the capital gains-based incentive fee.

The following table provides a reconciliation of net investment income (the most comparable GAAP measure) to Adjusted net investment income for the periods presented (*dollars in thousands, except per share amounts; unaudited*).

	For the quarter ended			
	June 30, 2022		March 31, 2022	
	Amount	Per Share Amount	Amount	Per Share Amount
Net investment income	\$ 7,371	\$ 0.22	\$ 6,730	\$ 0.20
Capital gains-based incentive fee	933	0.03	1,993	0.06
Adjusted net investment income	<u>\$ 8,304</u>	<u>\$ 0.25</u>	<u>\$ 8,723</u>	<u>\$ 0.26</u>
Weighted-average shares of common stock outstanding - basic and diluted		33,205,023		33,205,023

Adjusted net investment income may not be comparable to similar measures presented by other companies, as it is a non-GAAP financial measure that is not based on a comprehensive set of accounting rules or principles and therefore may be defined differently by other companies. In addition, Adjusted net investment income should be considered in addition to, not as a substitute for, or superior to, financial measures determined in accordance with GAAP.

Conference Call: The Company will hold its earnings release conference call on Thursday, August 4, 2022, at 8:30 a.m. EDT. Please call (866) 373-3416 to enter the conference call. An operator will monitor the call and set a queue for any questions. A replay of the conference call will be available through August 11, 2022. To hear the replay, please dial (877) 660-6853 and use the playback conference number 13730112. The replay will be available beginning approximately one hour after the call concludes. The live audio broadcast of the Company's quarterly conference call will also be available online at www.gladstoneinvestment.com. The event will be archived and available for replay on the Company's website.

About Gladstone Investment Corporation: [Gladstone Investment Corporation](http://www.gladstoneinvestment.com) is a publicly traded business development company that seeks to make secured debt and equity investments in lower middle market businesses in the United States in connection with acquisitions, changes in control and recapitalizations. Information on the business activities of all the Gladstone funds can be found at www.gladstonecompanies.com.

To obtain a paper copy of our Quarterly Report on Form 10-Q, filed today with the SEC, please contact the Company at 1521 Westbranch Drive, Suite 100, McLean, VA 22102, ATTN: Investor Relations. The financial information above is not comprehensive and is without notes, so readers should obtain and carefully review the Company's Form 10-Q for the quarter ended June 30, 2022, including the notes to the consolidated financial statements contained therein.

Investor Relations Inquiries: Please visit ir.gladstoneinvestment.com, or +1-703-287-5893.

SOURCE: Gladstone Investment Corporation

Forward-looking Statements:

The statements in this press release regarding potential future distributions, earnings and operations of the Company are "forward-looking statements." These forward-looking statements inherently involve certain risks and uncertainties in predicting future results and conditions. Although these statements are based on the Company's current plans that are believed to be reasonable as of the date of this press release, a number of factors could cause actual results and conditions to differ materially from these forward-looking statements, including those factors described from time to time in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect any future events or otherwise, except as required by law.