UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2019

OR

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

For the transition period from________ to ________

Commission file number: 814-00704

GLADSTONE INVESTMENT CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	**83-0423116** (I.R.S. Employer Identification No.)
1521 WESTBRANCH DRIVE, SUITE 100 MCLEAN, VIRGINIA (Address of principal executive offices)	**22102** (Zip Code)

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

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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	Nasdaq Global Select Market
6.250% Series D Cumulative Term Preferred Stock, $0.001 par value per share	GAINM	Nasdaq Global Select Market
6.375% Series E Cumulative Term Preferred Stock, $0.001 par value per share	GAINL	Nasdaq Global Select Market

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐

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

The number of shares of the issuer's Common Stock, $0.001 par value per share, outstanding as of July 30, 2019 was 32,822,459.

GLADSTONE INVESTMENT CORPORATION
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GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES
(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

	June 30, 2019	March 31, 2019
ASSETS		
Investments at fair value		
Non-Control/Non-Affiliate investments (Cost of **$268,383** and $254,002, respectively)	**$327,365**	$313,750
Affiliate investments (Cost of **$309,855** and $314,175, respectively)	**293,292**	297,113
Control investments (Cost of **$21,512** and $21,512 respectively)	**10,529**	13,309
Cash and cash equivalents	**1,960**	1,702
Restricted cash and cash equivalents	**2,058**	1,903
Interest receivable	**2,758**	2,808
Due from administrative agent	**900**	1,285
Deferred financing costs, net	**1,602**	1,730
Other assets, net	**1,482**	1,500
TOTAL ASSETS	**$641,946**	$635,100
LIABILITIES		
Borrowings:		
Line of credit at fair value (Cost of **$73,500** and $53,000, respectively)	**$ 73,795**	$ 53,000
Secured borrowing	**5,096**	5,096
Total borrowings	**78,891**	58,096
Mandatorily redeemable preferred stock, $0.001 par value per share, $25 liquidation preference per share; **6,500,000** shares authorized; **5,290,000** shares issued and outstanding, net	**128,652**	128,482
Accounts payable and accrued expenses	**766**	892
Fees due to Adviser(A)	**24,594**	24,724
Fee due to Administrator(A)	**314**	344
Other liabilities	**5,223**	15,452
TOTAL LIABILITIES	**$238,440**	$227,990
Commitments and contingencies(B)		
NET ASSETS	**$403,506**	$407,110
ANALYSIS OF NET ASSETS		
Common stock, $0.001 par value per share, **100,000,000** shares authorized, **32,822,459** shares issued and outstanding	**$ 33**	$ 33
Capital in excess of par value	**366,083**	366,422
Cumulative net unrealized appreciation of investments	**31,436**	34,483
Cumulative net unrealized appreciation of other	**(295)**	—
Overdistributed net investment income	**(3,151)**	(7,343)
Accumulated net realized gain in excess of distributions	**9,400**	13,515
Total distributable earnings	**37,390**	40,655
TOTAL NET ASSETS	**$403,506**	$407,110
NET ASSET VALUE PER SHARE AT END OF PERIOD	**$ 12.29**	$ 12.40

(A) Refer to Note 4 — *Related Party Transactions* in the accompanying *Notes to Consolidated Financial Statements* for additional information.
(B) Refer to Note 10 — *Commitments and Contingencies* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018
INVESTMENT INCOME		
Interest income		
Non-Control/Non-Affiliate investments	**$ 5,840**	$ 6,266
Affiliate investments	**5,809**	6,829
Control investments	**214**	209
Cash and cash equivalents	**12**	10
Total interest income	**11,875**	13,314
Dividend income		
Non-Control/Non-Affiliate investments	**2,115**	66
Affiliate investments	**3,080**	—
Total dividend income	**5,195**	66
Success fee income		
Non-Control/Non-Affiliate investments	**240**	124
Control investments	**—**	2,000
Total success fee income	**240**	2,124
Total investment income	**17,310**	15,504
EXPENSES		
Base management fee(A)	**3,171**	3,111
Loan servicing fee(A)	**1,752**	1,740
Incentive fee(A)	**1,569**	7,586
Administration fee(A)	**314**	285
Interest expense on borrowings	**1,059**	1,742
Dividends on mandatorily redeemable preferred stock	**2,090**	2,251
Amortization of deferred financing costs and discounts	**373**	367
Professional fees	**504**	411
Other general and administrative expenses	**597**	653
Expenses before credits from Adviser	**11,429**	18,146
Credits to base management fee – loan servicing fee(A)	**(1,752)**	(1,740)
Credits to fees from Adviser – other(A)	**(1,222)**	(960)
Total expenses, net of credits to fees	**8,455**	15,446
NET INVESTMENT INCOME	**$ 8,855**	$ 58
REALIZED AND UNREALIZED (LOSS) GAIN		
Net realized (loss) gain:		
Non-Control/Non-Affiliate investments	**530**	13,786
Affiliate investments	**3**	322
Total net realized gain	**533**	14,108
Net unrealized (depreciation) appreciation:		
Non-Control/Non-Affiliate investments	**(766)**	(3,741)
Affiliate investments	**499**	18,571
Control investments	**(2,780)**	3,238
Other	**(295)**	93
Total net unrealized (depreciation) appreciation	**(3,342)**	18,161
Net realized and unrealized (loss) gain	**(2,809)**	32,269
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	**$ 6,046**	$32,327

(A) Refer to Note 4 — *Related Party Transactions* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

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GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS (Continued)
(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

BASIC AND DILUTED PER COMMON SHARE:		
Net investment income	**$ 0.27**	$ —
Net increase in net assets resulting from operations	**$ 0.18**	$ 0.99
WEIGHTED-AVERAGE SHARES OF COMMON STOCK OUTSTANDING:		
Basic and diluted	**32,822,459**	32,762,848

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS
(IN THOUSANDS)
(UNAUDITED)

	2019	2018
NET ASSETS, MARCH 31	**$407,110**	$354,200
OPERATIONS		
Net investment income	**8,855**	58
Net realized gain on investments	**533**	14,108
Net unrealized (depreciation) appreciation of investments	**(3,047)**	18,068
Net unrealized (appreciation) depreciation of other	**(295)**	93
Net increase in net assets from operations	**6,046**	32,327
DISTRIBUTIONS(A)		
Distributions to common stockholders from net investment income ($0.20 per share)	**(6,523)**	(6,914)
Distributions to common stockholders from realized gains ($0.09 and $0.06 per share, respectively)	**(3,127)**	(1,641)
Net decrease in net assets from distributions	**(9,650)**	(8,555)
CAPITAL ACTIVITY		
Issuance of common stock	—	1,873
Discounts, commissions, and offering costs for issuance of common stock	—	(37)
Net increase in net assets from capital activity	—	1,836
NET (DECREASE) INCREASE IN NET ASSETS	**(3,604)**	25,608
NET ASSETS, JUNE 30	**$403,506**	$379,808

(A) Refer to Note 9 — *Distributions to Common Stockholders* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	Three Months Ended June 30,	
	2019	**2018**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net increase in net assets resulting from operations	**$ 6,046**	$ 32,327
Adjustments to reconcile net increase in net assets resulting from operations to net cash (used in) provided by operating activities:		
Purchase of investments	**(51,230)**	(30,052)
Principal repayments of investments	**32,986**	14,514
Net proceeds from the sale of investments	**8,494**	17,548
Net realized (gain) loss on investments	**(533)**	(14,108)
Net unrealized depreciation (appreciation) of investments	**3,047**	(18,068)
Net unrealized appreciation (depreciation) of other	**295**	(93)
Amortization of premiums, discounts, and acquisition costs, net	**(5)**	(5)
Amortization of deferred financing costs and discounts	**373**	367
Bad debt expense, net of recoveries	**103**	251
Changes in assets and liabilities:		
(Increase) decrease in interest receivable	**(292)**	367
Decrease in due from administrative agent	**386**	584
Decrease in other assets, net	**549**	166
Decrease in accounts payable and accrued expenses	**(143)**	(127)
(Decrease) increase in fees due to Adviser[(A)]	**(130)**	6,115
Decrease in fee due to Administrator[(A)]	**(30)**	(32)
(Decrease) increase in other liabilities	**(10,228)**	929
Net cash (used in) provided by operating activities	**(10,312)**	10,683
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common stock	—	1,873
Discounts, commissions, and offering costs for issuance of common stock	—	(28)
Proceeds from line of credit	**74,500**	37,900
Repayments on line of credit	**(54,000)**	(42,400)
Deferred financing and offering costs	**(125)**	(126)
Distributions paid to common stockholders	**(9,650)**	(8,555)
Net cash provided by (used in) financing activities	**10,725**	(11,336)
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, RESTRICTED CASH, AND RESTRICTED CASH EQUIVALENTS	**413**	(653)
CASH, CASH EQUIVALENTS, RESTRICTED CASH, AND RESTRICTED CASH EQUIVALENTS AT BEGINNING OF PERIOD	**3,605**	3,967
CASH, CASH EQUIVALENTS, RESTRICTED CASH, AND RESTRICTED CASH EQUIVALENTS AT END OF PERIOD	**$ 4,018**	$ 3,314
CASH PAID FOR INTEREST	**$ 703**	$ 1,743

(A) Refer to Note 4 — *Related Party Transactions* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

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GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS
JUNE 30, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
NON-CONTROL/NON-AFFILIATE INVESTMENTS(N) – 81.3%			
Secured First Lien Debt – 42.0%			
Containers, Packaging, and Glass – 2.4%			
Frontier Packaging, Inc. – Term Debt (L+10.0%, 12.5% Cash, Due 3/2021)(L)	$ 9,500	**$ 9,500**	**$ 9,500**
Diversified/Conglomerate Services – 23.5%			
Bassett Creek Restoration, Inc. – Term Debt (L+10.0%, 12.4% Cash, Due 4/2023)(L)	29,000	29,000	29,000
Counsel Press, Inc. – Term Debt (L+11.8%, 14.1% Cash, Due 3/2020)(L)	18,000	18,000	18,000
Counsel Press, Inc. – Term Debt (L+13.0%, 15.4% Cash, Due 3/2020)(L)	5,500	5,500	5,500
Horizon Facilities Services, Inc. – Line of Credit, $2,000 available (L+7.0%, 10.0% Cash, Due 6/2020)(L)	1,000	1,000	1,000
Horizon Facilities Services, Inc. – Term Debt (L+9.5%, 12.0% Cash, Due 6/2024)(L)	27,700	27,700	27,700
Nth Degree, Inc. – Term Debt (L+11.5%, 13.9% Cash, Due 3/2023)(L)	13,290	13,290	13,290
		94,490	**94,490**
Healthcare, Education, and Childcare – 5.0%			
Educators Resource, Inc. – Term Debt (L+10.5%, 13.0% Cash, Due 11/2023)(L)	20,000	**20,000**	**20,000**
Leisure, Amusement, Motion Pictures, and Entertainment – 6.1%			
Schylling, Inc. – Term Debt (L+11.0%, 13.4% Cash, Due 8/2024)(L)	13,081	13,081	13,081
Schylling, Inc. – Term Debt (L+11.0%, 13.4% Cash, Due 8/2024)(L)	8,500	8,500	8,500
Schylling, Inc. – Term Debt (L+11.0%, 13.4% Cash, Due 8/2024)(L)	3,000	3,000	3,000
		24,581	**24,581**
Machinery (Non-Agriculture, Non-Construction, and Non-Electronic) – 5.0%			
SBS Industries, LLC – Term Debt (L+12.0%, 14.4% Cash, Due 6/2020)(L)	19,957	**19,957**	**19,957**
Total Secured First Lien Debt		**$168,528**	**$168,528**
Secured Second Lien Debt – 7.5%			
Automobile – 0.9%			
Country Club Enterprises, LLC – Term Debt (L+8.0%, 10.4% Cash, Due 2/2022)(K)	$ 4,000	$ 4,000	$ 3,820
Country Club Enterprises, LLC – Guaranty ($1,000)(T)	—	—	—
		4,000	**3,820**
Cargo Transport – 3.3%			
Diligent Delivery Systems – Term Debt (L+9.0%, 11.4% Cash, Due 11/2022)(K)	13,000	**12,938**	**13,260**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 3.3%			
Ginsey Home Solutions, Inc. – Term Debt (L+10.0%, 13.5% Cash, Due 1/2021)(H)(L)	13,300	**13,300**	**13,300**
Total Secured Second Lien Debt		**$ 30,238**	**$ 30,380**

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
JUNE 30, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
Preferred Equity – 27.5%			
Containers, Packaging, and Glass – 0.4%			
Frontier Packaging, Inc. – Preferred Stock(C)(L)	1,373	**$ 1,373**	**$ 1,456**
Diversified/Conglomerate Services – 19.5%			
Bassett Creek Restoration, Inc. – Preferred Stock(C)(L)	4,900	4,900	—
Counsel Press, Inc. – Preferred Stock(C)(L)	6,995	6,995	18,124
Horizon Facilities Services, Inc. – Preferred Stock(C)(L)	10,080	10,080	10,080
Nth Degree, Inc. – Preferred Stock(C)(L)	5,660	5,660	50,394
		27,635	**78,598**
Healthcare, Education, and Childcare – 2.1%			
Educators Resource, Inc. – Preferred Stock(C)(L)	8,560	**8,560**	**8,636**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 3.7%			
Ginsey Home Solutions, Inc. – Preferred Stock(C)(L)	19,280	**9,583**	**15,008**
Leisure, Amusement, Motion Pictures, and Entertainment – 0.7%			
Schylling, Inc. – Preferred Stock(C)(L)	4,000	**4,000**	**2,797**
Machinery (Non-Agriculture, Non-Construction, and Non-Electronic) – 1.1%			
SBS Industries, LLC – Preferred Stock(C)(L)	27,705	**2,771**	**4,546**
Personal, Food, and Miscellaneous Services – 0.0%			
B-Dry, LLC – Preferred Stock(C)(L)	2,500	**14,399**	**—**
Total Preferred Equity		**$68,321**	**$111,041**
Common Equity/Equivalents – 4.3%			
Cargo Transport – 0.7%			
Diligent Delivery Systems – Common Stock Warrants(C)(L)	8%	**$ 500**	**$ 2,792**
Containers, Packaging, and Glass – 2.6%			
Frontier Packaging, Inc. – Common Stock(C)(L)	153	**153**	**10,633**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 0.0%			
Ginsey Home Solutions, Inc. – Common Stock(C)(L)	63,747	**8**	**—**
Machinery (Non-Agriculture, Non-Construction, and Non-Electronic) – 0.9%			
SBS Industries, LLC – Common Stock(C)(L)	221,500	**222**	**3,604**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 0.1%			
Funko Acquisition Holdings, LLC(M) – Common Units(C)(S)	23,487	**113**	**387**

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
JUNE 30, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
Personal, Food, and Miscellaneous Services – 0.0%			
B-Dry, LLC – Common Stock(C)(L)	2,500	**$ 300**	**$ —**
Total Common Equity		**$ 1,296**	**$ 17,416**
Total Non-Control/Non-Affiliate Investments		**$268,383**	**$327,365**
AFFILIATE INVESTMENTS(O) – 72.8%			
Secured First Lien Debt – 42.2%			
Automobile – 1.2%			
Meridian Rack & Pinion, Inc.(M) – Term Debt (L+11.5%, 13.9% Cash, Due 6/2019)(G)(K)(U)	$ 9,660	**$ 9,660**	**$ 4,830**
Beverage, Food, and Tobacco – 2.2%			
Head Country, Inc. – Term Debt (L+10.5%, 12.9% Cash, Due 2/2021)(L)	9,050	**9,050**	**9,050**
Diversified/Conglomerate Manufacturing – 5.0%			
D.P.M.S., Inc. – Line of Credit, $750 available (L+6.5%, 9.0% Cash, (0.5% Unused Fee), Due 10/2021)(L)	250	250	250
D.P.M.S., Inc. – Term Debt (10.0% Cash, Due 10/2021)(I)(L)	10,796	10,796	8,066
Edge Adhesives Holdings, Inc.(M) – Term Debt (L+10.5%, 12.9% Cash, Due 2/2022)(K)	9,300	9,300	8,835
Edge Adhesives Holdings, Inc.(M) – Term Debt (L+11.8%, 14.1% Cash, Due 2/2022)(K)	3,000	3,000	2,865
		23,346	**20,016**
Diversified/Conglomerate Services – 16.9%			
ImageWorks Display and Marketing Group, Inc. – Term Debt (L+11.0%, 13.4% Cash, Due 11/2022)(L)	22,000	22,000	22,000
J.R. Hobbs Co. – Atlanta, LLC – Line of Credit, $0 available (L+10.3%, 12.6% Cash, Due 10/2019)(L)	10,000	10,000	10,000
J.R. Hobbs Co. – Atlanta, LLC – Term Debt (L+10.3%, 12.6% Cash, Due 10/2023)(L)	36,000	36,000	36,000
		68,000	**68,000**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 4.4%			
Brunswick Bowling Products, Inc. – Term Debt (L+10.0%, 12.4% Cash, Due 1/2023)(L)	17,700	**17,700**	**17,700**
Leisure, Amusement, Motion Pictures, and Entertainment – 2.2%			
SOG Specialty Knives & Tools, LLC – Term Debt (Due 8/2020)(L)(R)	538	538	538
SOG Specialty Knives & Tools, LLC – Term Debt (L+4.0%, 6.4% Cash, Due 8/2022)(G)(L)	8,399	8,399	8,399
		8,937	**8,937**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 6.3%			
The Mountain Corporation – Line of Credit, $400 available (L+5.0%, 9.0% Cash, Due 4/2020)(L)	2,500	2,500	2,500
Pioneer Square Brands, Inc. – Term Debt (L+12.0%, 14.4% Cash, Due 8/2022)(L)	23,100	23,100	23,100
		25,600	**25,600**
Telecommunications – 4.0%			
B+T Group Acquisition, Inc.(M) – Line of Credit, $875 available (L+11.0%, 13.4% Cash, Due 12/2021)(L)	1,925	1,925	1,925
B+T Group Acquisition, Inc.(M) – Term Debt (L+11.0%, 13.5% Cash, Due 12/2021)(L)	14,000	14,000	14,000
		15,925	**15,925**
Total Secured First Lien Debt		**$178,218**	**$170,058**

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GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
JUNE 30, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
Secured Second Lien Debt – 8.9%			
Chemicals, Plastics, and Rubber – 4.4%			
PSI Molded Plastics, Inc. – Term Debt (L+12.0%, 14.4% Cash, Due 1/2024)(G)(L)	$ 26,618	**$26,618**	**$17,921**
Diversified/Conglomerate Manufacturing – 3.3%			
Alloy Die Casting Co.(M) – Term Debt (L+4.0%, 6.4% Cash, Due 4/2021)(K)	12,215	12,215	12,154
Alloy Die Casting Co.(M) – Term Debt (L+4.0%, 6.4% Cash, Due 4/2021)(K)	175	175	174
Alloy Die Casting Co.(M) – Term Debt (L+4.0%, 6.4% Cash, Due 4/2021)(K)	910	910	905
		13,300	**13,233**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 1.2%			
The Mountain Corporation – Term Debt (L+4.0%, 7.0% Cash, Due 4/2024)(G)(L)	11,700	**11,700**	**4,941**
Total Secured Second Lien Debt		**$51,618**	**$36,095**
Preferred Equity – 19.2%			
Automobile – 0.0%			
Meridian Rack & Pinion, Inc.(M) – Preferred Stock(C)(L)	3,381	**$ 3,381**	**$ —**
Beverage, Food, and Tobacco – 1.1%			
Head Country, Inc. – Preferred Stock(C)(L)	4,000	**4,000**	**4,310**
Chemicals, Plastics, and Rubber – 0.0%			
PSI Molded Plastics, Inc. – Preferred Stock(C)(L)	58,598	**9,730**	**—**
Diversified/Conglomerate Manufacturing – 1.9%			
Alloy Die Casting Co.(M) – Preferred Stock(C)(L)	5,114	5,114	7,786
Channel Technologies Group, LLC – Preferred Stock(C)(L)	2,279	1,841	—
Edge Adhesives Holdings, Inc.(M) – Preferred Stock(C)(L)	3,774	3,774	—
		10,729	**7,786**
Diversified/Conglomerate Services – 4.3%			
ImageWorks Display and Marketing Group, Inc. – Preferred Stock(C)(L)	67,490	6,749	7,785
J.R. Hobbs Co. – Atlanta, LLC – Preferred Stock(C)(L)	5,920	5,920	9,530
		12,669	**17,315**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 9.5%			
Brunswick Bowling Products, Inc. – Preferred Stock(C)(L)	4,943	4,943	23,079
Old World Christmas, Inc. – Preferred Stock(C)(L)	6,180	6,180	15,107
		11,123	**38,186**
Leisure, Amusement, Motion Pictures, and Entertainment – 0.0%			
SOG Specialty Knives & Tools, LLC – Preferred Stock(C)(L)	11,749	**11,749**	**136**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 2.4%			
The Mountain Corporation – Preferred Stock(C)(L)	6,899	6,899	—
Pioneer Square Brands, Inc. – Preferred Stock(C)(L)	5,502	5,500	9,336
		12,399	**9,336**
Telecommunications – 0.0%			
B+T Group Acquisition, Inc.(M) – Preferred Stock(C)(L)	12,841	**4,196**	**—**
Total Preferred Equity		**$79,976**	**$77,069**

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
JUNE 30, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
Common Equity – 2.5%			
Diversified/Conglomerate Manufacturing – 2.5%			
Alloy Die Casting Co.(M) – Common Stock(C)(L)	630	$ 41	$ 10,070
Channel Technologies Group, LLC – Common Stock(C)(L)	2,319,184	—	—
D.P.M.S., Inc. – Common Stock(C)(L)	627	1	—
		42	**10,070**
Telecommunications – 0.0%			
B+T Group Acquisition, Inc.(M) – Common Stock Warrant(C)(L)(M)	3.5%	—	—
Personal and Non-Durable Consumer Products (Manufacturing Only) – 0.0%			
The Mountain Corporation – Common Stock(C)(L)	751	**1**	**—**
Total Common Equity		**$ 43**	**$ 10,070**
Total Affiliate Investments		**$309,855**	**$293,292**
CONTROL INVESTMENTS(P) – 2.5%:			
Secured Second Lien Debt – 2.4%			
Aerospace and Defense – 2.4%			
Galaxy Tool Holding Corporation – Line of Credit, $0 available (L+4.5%, 7.0% Cash (1.0% Unused Fee), Due 8/2019)(L)	$ 5,000	$ 5,000	$ 5,000
Galaxy Tool Holding Corporation – Term Debt (L+6.0%, 10.0% Cash, Due 8/2019)(L)	5,000	5,000	5,000
		$ 10,000	**$ 10,000**
Preferred Equity – 0.1%			
Aerospace and Defense – 0.1%			
Galaxy Tool Holding Corporation – Preferred Stock(C)(L)	5,517,444	**$ 11,464**	**$ 529**
Common Equity – 0.0%			
Aerospace and Defense – 0.0%			
Galaxy Tool Holding Corporation – Common Stock(C)(L)	88,843	**$ 48**	**$ —**
Total Control Investments		**$ 21,512**	**$ 10,529**
TOTAL INVESTMENTS – 156.6%		**$599,750**	**$631,186**

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

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GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
JUNE 30, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

(A) Certain of the securities listed are issued by affiliate(s) of the indicated portfolio company. The majority of the securities listed, totaling $559.8 million at fair value, are pledged as collateral to our revolving line of credit, as described further in Note 5 — *Borrowings* in the accompanying *Notes to Consolidated Financial Statements.* Additionally, under Section 55 of the Investment Company Act of 1940, as amended (the “1940 Act”), we may not acquire any non-qualifying assets unless, at the time such acquisition is made, qualifying assets represent at least 70% of our total assets. As of June 30, 2019, our investment in Funko Acquisition Holdings, LLC (“Funko”) is considered a non-qualifying asset under Section 55 of the 1940 Act and represents less than 0.1% of total investments, at fair value.

(B) Unless indicated otherwise, all cash interest rates are indexed to 30-day London Interbank Offered Rate (“LIBOR” or “L”), which was 2.4% as of June 30, 2019. If applicable, paid-in-kind interest rates are noted separately from the cash interest rate. Certain securities are subject to an interest rate floor. The cash interest rate is the greater of the floor or 30-day LIBOR plus a spread. Due dates represent the contractual maturity date.

(C) Security is non-income producing.

(D) Category percentages represent the fair value of each category and subcategory as a percentage of net assets as of June 30, 2019.

(E) Unless indicated otherwise, all of our investments are valued using Level 3 inputs within the Financial Accounting Standards Board (“FASB”) Accounting Standard Codification (“ASC”) Topic 820, “*Fair Value Measurements and Disclosures*” (“ASC 820”) fair value hierarchy. Refer to Note 3 — *Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(F) Where applicable, aggregates all shares of a class of stock owned without regard to specific series owned within such class (some series of which may or may not be voting shares) or aggregates all warrants to purchase shares of a class of stock owned without regard to specific series of such class of stock such warrants allow us to purchase.

(G) Debt security is on non-accrual status.

(H) $5.1 million of the debt security was participated to a third party, but is accounted for as collateral for a secured borrowing under accounting principles generally accepted in the U.S. and presented as Secured borrowing on our accompanying *Consolidated Statements of Assets and Liabilities* as of June 30, 2019.

(I) Debt security has a fixed interest rate.

(J) Represents the principal balance for debt investments and the number of shares/units held for equity investments. Warrants are represented as a percentage of ownership, as applicable.

(K) Fair value was based on internal yield analysis or on estimates of value submitted by ICE Data Pricing and Reference Data, LLC. Refer to Note 3 — *Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(L) Fair value was based on the total enterprise value of the portfolio company, which is generally allocated to the portfolio company’s securities in order of their relative priority in the capital structure. Refer to Note 3 — *Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(M) One of our affiliated funds, Gladstone Capital Corporation, co-invested with us in this portfolio company pursuant to an exemptive order granted by the U.S. Securities and Exchange Commission.

(N) Non-Control/Non-Affiliate investments, as defined by the 1940 Act, are those that are neither Control nor Affiliate investments and in which we own less than 5.0% of the issued and outstanding voting securities.

(O) Affiliate investments, as defined by the 1940 Act, are those that are not Control investments and in which we own, with the power to vote, between and inclusive of 5.0% and 25.0% of the issued and outstanding voting securities.

(P) Control investments, as defined by the 1940 Act, are those where we have the power to exercise a controlling influence over the management or policies of the portfolio company, which may include owning, with the power to vote, more than 25.0% of the issued and outstanding voting securities.

(Q) Reserved.

(R) Debt security does not have a stated current interest rate.

(S) Our investment in Funko was valued using Level 2 inputs within the ASC 820 fair value hierarchy. Our common units in Funko are convertible into class A common stock in Funko, Inc. upon meeting certain requirements. Fair value was based on the closing market price of shares of Funko, Inc. as of the reporting date, less a discount for lack of marketability. Funko, Inc. is traded on the Nasdaq Stock Market under the trading symbol “FNKO.” Refer to Note 3 — *Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(T) Refer to Note 10 — *Commitments and Contingencies* in the accompanying *Notes to Consolidated Financial Statements* for additional information regarding this guaranty.

(U) Subsequent to June 30, 2019, the investment maturity date was extended to December 2019.

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS
MARCH 31, 2019
(DOLLAR AMOUNTS IN THOUSANDS)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
NON-CONTROL/NON-AFFILIATE INVESTMENTS(N) – 77.2%			
Secured First Lien Debt – 38.4%			
Containers, Packaging, and Glass – 2.3%			
Frontier Packaging, Inc. – Term Debt (L+10.0%, 12.5% Cash, Due 3/2021)(L)	$ 9,500	**$ 9,500**	**$ 9,500**
Diversified/Conglomerate Services – 16.0%			
Bassett Creek Restoration, Inc. – Term Debt (L+10.0%, 12.5% Cash, Due 4/2023)(L)	28,000	28,000	28,000
Counsel Press, Inc. – Term Debt (L+11.8%, 14.2% Cash, Due 3/2020)(L)	18,000	18,000	18,000
Counsel Press, Inc. – Term Debt (L+13.0%, 15.5% Cash, Due 3/2020)(L)	5,500	5,500	5,500
Nth Degree, Inc. – Term Debt (L+11.5%, 14.0% Cash, Due 3/2023)(L)	13,290	13,290	13,290
		64,790	**64,790**
Farming and Agriculture – 2.7%			
Jackrabbit, Inc. – Term Debt (L+10.0%, 13.5% Cash, Due 12/2020)(Q)(T)	11,000	**11,000**	**11,000**
Healthcare, Education, and Childcare – 4.9%			
Educators Resource, Inc. – Term Debt (L+10.5%, 13.0% Cash, Due 11/2023)(L)	20,000	**20,000**	**20,000**
Leisure, Amusement, Motion Pictures, and Entertainment – 6.8%			
Schylling, Inc. – Term Debt (L+11.0%, 13.5% Cash, Due 8/2019)(L)	13,081	13,081	13,081
Schylling, Inc. – Term Debt (L+11.0%, 13.5% Cash, Due 8/2019)(L)	8,500	8,500	8,500
Schylling, Inc. – Term Debt (L+11.0%, 13.5% Cash, Due 8/2019)(L)	6,000	6,000	6,000
		27,581	**27,581**
Machinery (Non-Agriculture, Non-Construction, and Non-Electronic) – 4.9%			
SBS Industries, LLC – Term Debt (L+12.0%, 14.5% Cash, Due 6/2020)(L)	19,957	**19,957**	**19,957**
Oil and Gas – 0.8%			
Tread Corporation – Line of Credit, $634 available (L+10.0%, 12.5% Cash, Due 3/2021)(Q)(T)	3,216	**3,216**	**3,216**
Personal, Food, and Miscellaneous Services – 0.0%			
B-Dry, LLC – Line of Credit, $50 available (L+0.3%, 2.7% Cash (0.8% Unused Fee), Due 12/2019)(G)(L)	4,600	4,600	—
B-Dry, LLC – Term Debt (L+0.3%, 2.7% Cash, Due 12/2019)(G)(L)	6,443	6,443	—
B-Dry, LLC – Term Debt (L+0.3%, 2.7% Cash, Due 12/2019)(G)(L)	840	840	—
		11,883	**—**
Total Secured First Lien Debt		**$167,927**	**$156,044**
Secured Second Lien Debt – 7.5%			
Automobile – 1.0%			
Country Club Enterprises, LLC – Term Debt (L+8.0%, 10.5% Cash, Due 2/2022)(K)	$ 4,000	$ 4,000	$ 3,920
Country Club Enterprises, LLC – Guaranty ($1,000)(U)	—	—	—
		4,000	**3,920**
Cargo Transport – 3.2%			
Diligent Delivery Systems – Term Debt (L+9.0%, 11.5% Cash, Due 11/2022)(K)	13,000	**12,933**	**13,163**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 3.3%			
Ginsey Home Solutions, Inc. – Term Debt (L+10.0%, 13.5% Cash, Due 1/2021)(H)(L)	13,300	**13,300**	**13,300**
Total Secured Second Lien Debt		**$ 30,233**	**$ 30,383**

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
MARCH 31, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
Preferred Equity – 26.2%			
Containers, Packaging, and Glass – 0.4%			
Frontier Packaging, Inc. – Preferred Stock(C)(L)	1,373	**$ 1,373**	**$ 1,428**
Diversified/Conglomerate Services – 15.6%			
Bassett Creek Restoration, Inc. – Preferred Stock(C)(L)	4,900	4,900	—
Counsel Press, Inc. – Preferred Stock(C)(L)	6,995	6,995	16,720
Nth Degree, Inc. – Preferred Stock(C)(L)	5,660	5,660	46,958
		17,555	**63,678**
Farming and Agriculture – 1.4%			
Jackrabbit, Inc. – Preferred Stock(Q)(T)	3,556	**3,556**	**5,632**
Healthcare, Education, and Childcare – 2.5%			
Educators Resource, Inc. – Preferred Stock(C)(L)	8,560	**8,560**	**10,023**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 3.9%			
Ginsey Home Solutions, Inc. – Preferred Stock(C)(L)	19,280	**9,583**	**15,845**
Leisure, Amusement, Motion Pictures, and Entertainment – 1.0%			
Schylling, Inc. – Preferred Stock(C)(L)	4,000	**4,000**	**4,255**
Machinery (Non-Agriculture, Non-Construction, and Non-Electronic) – 1.1%			
SBS Industries, LLC – Preferred Stock(C)(L)	27,705	**2,771**	**4,461**
Oil and Gas – 0.3%			
Tread Corporation – Preferred Stock(C)(Q)(T)	12,998,639	**3,768**	**1,140**
Personal, Food, and Miscellaneous Services – 0.0%			
B-Dry, LLC – Preferred Stock(C)(L)	2,500	**2,516**	**—**
Total Preferred Equity		**$53,682**	**$106,462**
Common Equity/Equivalents – 5.1%			
Cargo Transport – 0.6%			
Diligent Delivery Systems – Common Stock Warrants(C)(L)	8%	**$ 500**	**$ 2,327**
Containers, Packaging, and Glass – 2.7%			
Frontier Packaging, Inc. – Common Stock(C)(L)	152	**152**	**11,081**
Farming and Agriculture – 0.6%			
Jackrabbit, Inc. – Common Stock(C)(Q)(T)	548	**94**	**2,565**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 0.0%			
Ginsey Home Solutions, Inc. – Common Stock(C)(L)	63,747	**8**	**—**
Machinery (Non-Agriculture, Non-Construction, and Non-Electronic) – 1.1%			
SBS Industries, LLC – Common Stock(C)(L)	221,500	**222**	**4,487**
Oil and Gas – 0.0%			
Tread Corporation – Common Stock(C)(Q)(T)	10,089,048	**753**	**—**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 0.1%			
Funko Acquisition Holdings, LLC(M) – Common Units(C)(S)	27,188	**131**	**401**

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
MARCH 31, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
Personal, Food, and Miscellaneous Services – 0.0%			
B-Dry, LLC – Common Stock(C)(L)	2,500	**$ 300**	**$ —**
Total Common Equity		**$ 2,160**	**$ 20,861**
Total Non-Control/Non-Affiliate Investments		**$254,002**	**$313,750**
AFFILIATE INVESTMENTS(O) – 72.8%			
Secured First Lien Debt – 42.8%			
Automobile – 1.4%			
Meridian Rack & Pinion, Inc.(M) – Term Debt (L+11.5%, 14.0% Cash, Due 6/2019)(G)(K)	$ 9,660	**$ 9,660**	**$ 5,796**
Beverage, Food, and Tobacco – 2.2%			
Head Country, Inc. – Term Debt (L+10.5%, 13.0% Cash, Due 2/2021)(L)	9,050	**9,050**	**9,050**
Diversified/Conglomerate Manufacturing – 4.6%			
D.P.M.S., Inc. – Term Debt (10.0% Cash, Due 10/2021)(I)(L)	10,796	10,796	7,115
Edge Adhesives Holdings, Inc.(M) – Term Debt (L+10.5%, 13.0% Cash, Due 2/2022)(K)	9,300	9,300	8,951
Edge Adhesives Holdings, Inc.(M) – Term Debt (L+11.8%, 14.2% Cash, Due 2/2022)(K)	3,000	3,000	2,902
		23,096	**18,968**
Diversified/Conglomerate Services – 14.2%			
ImageWorks Display and Marketing Group, Inc. – Term Debt (L+11.0%, 13.5% Cash, Due 11/2022)(L)	22,000	22,000	22,000
J.R. Hobbs Co. – Atlanta, LLC – Term Debt (L+10.3%, 12.7% Cash, Due 10/2023)(L)	36,000	36,000	36,000
		58,000	**58,000**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 8.2%			
Brunswick Bowling Products, Inc. – Term Debt (L+10.0%, 12.5% Cash, Due 1/2023)(L)	17,700	17,700	17,700
Old World Christmas, Inc. – Term Debt (L+11.3%, 13.7% Cash, Due 10/2019)(L)	15,770	15,770	15,770
		33,470	**33,470**
Leisure, Amusement, Motion Pictures, and Entertainment – 2.2%			
SOG Specialty Knives & Tools, LLC – Term Debt (L+4.0%, 6.5% Cash, Due 8/2022)(G)(L)	8,399	8,399	8,399
SOG Specialty Knives & Tools, LLC – Term Debt (Due 8/2020)(L)(R)	538	538	538
		8,937	**8,937**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 6.3%			
The Mountain Corporation – Line of Credit, $400 available (L+5.0%, 9.0% Cash, Due 4/2020)(L)	2,500	2,500	2,500
Pioneer Square Brands, Inc. – Term Debt (L+12.0%, 14.5% Cash, Due 8/2022)(L)	23,100	23,100	23,100
		25,600	**25,600**
Telecommunications – 3.7%			
B+T Group Acquisition, Inc.(M) – Line of Credit, $175 available (L+11.0%, 13.5% Cash, Due 12/2021)(L)	1,225	1,225	1,225
B+T Group Acquisition, Inc.(M) – Term Debt (L+11.0%, 13.5% Cash, Due 12/2021)(L)	14,000	14,000	14,000
		15,225	**15,225**
Total Secured First Lien Debt		**$183,038**	**$175,046**

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
MARCH 31, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
Secured Second Lien Debt – 8.6%			
Chemicals, Plastics, and Rubber – 4.1%			
PSI Molded Plastics, Inc. – Term Debt (L+12.0%, 14.5% Cash, Due 1/2024)(G)(L)	$ 26,618	**$26,618**	**$16,641**
Diversified/Conglomerate Manufacturing – 3.2%			
Alloy Die Casting Co.(M) – Term Debt (L+4.0%, 6.5% Cash, Due 4/2021)(K)	12,215	12,215	12,032
Alloy Die Casting Co.(M) – Term Debt (L+4.0%, 6.5% Cash, Due 4/2021)(K)	175	175	172
Alloy Die Casting Co.(M) – Term Debt (L+4.0%, 6.5% Cash, Due 4/2021)(K)	910	910	896
		13,300	**13,100**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 1.3%			
The Mountain Corporation – Term Debt (L+4.0%, 7.0% Cash, Due 4/2024)(G)(L)	11,700	**11,700**	**5,169**
Total Secured Second Lien Debt		**$51,618**	**$34,910**
Preferred Equity – 21.0%			
Automobile – 0.0%			
Meridian Rack & Pinion, Inc.(M) – Preferred Stock(C)(L)	3,381	**$ 3,381**	**$ —**
Beverage, Food, and Tobacco – 0.7%			
Head Country, Inc. – Preferred Stock(C)(L)	4,000	**4,000**	**2,887**
Chemicals, Plastics, and Rubber – 0.0%			
PSI Molded Plastics, Inc. – Preferred Stock(C)(L)	58,598	**9,730**	**—**
Diversified/Conglomerate Manufacturing – 1.9%			
Alloy Die Casting Co.(M) – Preferred Stock(C)(L)	5,114	5,114	7,616
Channel Technologies Group, LLC – Preferred Stock(C)(L)	2,279	1,841	—
Edge Adhesives Holdings, Inc.(M) – Preferred Stock(C)(L)	3,774	3,774	—
		10,729	**7,616**
Diversified/Conglomerate Services – 6.5%			
ImageWorks Display and Marketing Group, Inc. – Preferred Stock(C)(L)	67,490	6,749	8,526
J.R. Hobbs Co. – Atlanta, LLC – Preferred Stock(C)(L)	5,920	5,920	17,822
		12,669	**26,348**
Home and Office Furnishings, Housewares, and Durable Consumer Products – 9.7%			
Brunswick Bowling Products, Inc. – Preferred Stock(C)(L)	4,943	4,943	23,747
Old World Christmas, Inc. – Preferred Stock(C)(L)	6,180	6,180	15,909
		11,123	**39,656**
Leisure, Amusement, Motion Pictures, and Entertainment – 0.0%			
SOG Specialty Knives & Tools, LLC – Preferred Stock(C)(L)	11,249	**11,249**	**139**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 2.2%			
The Mountain Corporation – Preferred Stock(C)(L)	6,899	6,899	—
Pioneer Square Brands, Inc. – Preferred Stock(C)(L)	5,502	5,500	8,960
		12,399	**8,960**
Telecommunications – 0.0%			
B+T Group Acquisition, Inc.(M) – Preferred Stock(C)(L)	12,841	**4,196**	**—**
Total Preferred Equity		**$79,476**	**$85,606**

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

GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
MARCH 31, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

Company and Investment(A)(B)(D)(E)	Principal/ Shares/ Units(F)(J)	Cost	Fair Value
Common Equity – 0.4%			
Diversified/Conglomerate Manufacturing – 0.4%			
Alloy Die Casting Co.(M) – Common Stock(C)(L)	630	$ 41	$ 1,551
Channel Technologies Group, LLC – Common Stock(C)(L)	2,319,184	—	—
D.P.M.S., Inc. – Common Stock(C)(L)	627	1	—
		42	**1,551**
Personal and Non-Durable Consumer Products (Manufacturing Only) – 0.0%			
The Mountain Corporation – Common Stock(C)(L)	751	**1**	**—**
Total Common Equity		**$ 43**	**$ 1,551**
Total Affiliate Investments		**$314,175**	**$297,113**
CONTROL INVESTMENTS(P) – 3.2%:			
Secured Second Lien Debt – 2.4%			
Aerospace and Defense – 2.4%			
Galaxy Tool Holding Corporation – Line of Credit, $0 available (L+4.5%, 7.0% Cash (1.0% Unused Fee), Due 8/2019)(L)	$ 5,000	$ 5,000	$ 5,000
Galaxy Tool Holding Corporation – Term Debt (L+6.0%, 10.0% Cash, Due 8/2019)(L)	5,000	5,000	5,000
		$ 10,000	**$ 10,000**
Preferred Equity – 0.8%			
Aerospace and Defense – 0.8%			
Galaxy Tool Holding Corporation – Preferred Stock(C)(L)	5,517,444	**$ 11,464**	**$ 3,309**
Common Equity – 0.0%			
Aerospace and Defense – 0.0%			
Galaxy Tool Holding Corporation – Common Stock(C)(L)	88,843	**$ 48**	**$ —**
Total Control Investments		**$ 21,512**	**$ 13,309**
TOTAL INVESTMENTS – 153.2%(V)		**$589,689**	**$624,172**

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

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GLADSTONE INVESTMENT CORPORATION
CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)
MARCH 31, 2019
(DOLLAR AMOUNTS IN THOUSANDS)
(UNAUDITED)

(A) Certain of the securities listed are issued by affiliate(s) of the indicated portfolio company. The majority of the securities listed, totaling $536.3 million at fair value, are pledged as collateral to our revolving line of credit, as described further in Note 5 — *Borrowings* in the accompanying *Notes to Consolidated Financial Statements.* Additionally, under Section 55 of the Investment Company Act of 1940, as amended (the "1940 Act"), we may not acquire any non-qualifying assets unless, at the time such acquisition is made, qualifying assets represent at least 70% of our total assets. As of March 31, 2019, our investment in Funko is considered a non-qualifying asset under Section 55 of the 1940 Act and represents less than 0.1% of total investments, at fair value.

(B) Unless indicated otherwise, all cash interest rates are indexed to 30-day LIBOR, which was 2.5% as of March 31, 2019. If applicable, paid-in-kind interest rates are noted separately from the cash interest rate. Certain securities are subject to an interest rate floor. The cash interest rate is the greater of the floor or 30-day LIBOR plus a spread. Due dates represent the contractual maturity date.

(C) Security is non-income producing.

(D) Category percentages represent the fair value of each category and subcategory as a percentage of net assets as of March 31, 2019.

(E) Unless indicated otherwise, all of our investments are valued using Level 3 inputs within the ASC 820 fair value hierarchy. Refer to Note 3 — *Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(F) Where applicable, aggregates all shares of a class of stock owned without regard to specific series owned within such class (some series of which may or may not be voting shares) or aggregates all warrants to purchase shares of a class of stock owned without regard to specific series of such class of stock such warrants allow us to purchase.

(G) Debt security is on non-accrual status.

(H) $5.1 million of the debt security was participated to a third party, but is accounted for as collateral for a secured borrowing under accounting principles generally accepted in the U.S. and presented as Secured borrowing on our accompanying *Consolidated Statements of Assets and Liabilities* as of March 31, 2019.

(I) Debt security has a fixed interest rate.

(J) Represents the principal balance for debt investments and the number of shares/units held for equity investments. Warrants are represented as a percentage of ownership, as applicable.

(K) Fair value was based on internal yield analysis or on estimates of value submitted by ICE Data Pricing and Reference Data, LLC. Refer to Note 3 — *Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(L) Fair value was based on the total enterprise value of the portfolio company, which is generally allocated to the portfolio company's securities in order of their relative priority in the capital structure. Refer to Note 3 — *Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(M) One of our affiliated funds, Gladstone Capital Corporation, co-invested with us in this portfolio company pursuant to an exemptive order granted by the U.S. Securities and Exchange Commission.

(N) Non-Control/Non-Affiliate investments, as defined by the 1940 Act, are those that are neither Control nor Affiliate investments and in which we own less than 5.0% of the issued and outstanding voting securities.

(O) Affiliate investments, as defined by the 1940 Act, are those that are not Control investments and in which we own, with the power to vote, between and inclusive of 5.0% and 25.0% of the issued and outstanding voting securities.

(P) Control investments, as defined by the 1940 Act, are those where we have the power to exercise a controlling influence over the management or policies of the portfolio company, which may include owning, with the power to vote, more than 25.0% of the issued and outstanding voting securities.

(Q) Fair value was based on the expected exit or payoff amount, where such event has occurred or is expected to occur imminently.

(R) Debt security does not have a stated current interest rate.

(S) Our investment in Funko was valued using Level 2 inputs within the ASC 820 fair value hierarchy. Our common units in Funko are convertible to class A common stock in Funko, Inc. upon meeting certain requirements. Fair value was based on the closing market price of shares of Funko, Inc. as of the reporting date, less a discount for lack of marketability. Funko, Inc. is traded on the Nasdaq Stock Market under the trading symbol "FNKO." Refer to Note 3 — *Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(T) Security was sold subsequent to March 31, 2019. Refer to Note 3 —*Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

(U) Refer to Note 10 — *Commitments and Contingencies* in the accompanying *Notes to Consolidated Financial Statements* for additional information regarding this guaranty.

(V) Cumulative gross unrealized depreciation for federal income tax purposes is $98.8 million; cumulative gross unrealized appreciation for federal income tax purposes is $133.2 million. Cumulative net unrealized appreciation is $34.4 million, based on a tax cost of $589.8 million.

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

GLADSTONE INVESTMENT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019
(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND AS OTHERWISE INDICATED)
(UNAUDITED)

NOTE 1. ORGANIZATION

Gladstone Investment Corporation ("Gladstone Investment") was incorporated under the General Corporation Law of the State of Delaware on February 18, 2005, and completed an initial public offering on June 22, 2005. The terms "the Company," "we," "our" and "us" all refer to Gladstone Investment and its consolidated subsidiaries. We are an externally advised, closed-end, non-diversified management investment company that has elected to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"), and are applying the guidance of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 946, *"Financial Services-Investment Companies"* ("ASC 946"). In addition, we have elected to be treated for U.S. federal income tax purposes as a regulated investment company ("RIC") under the Internal Revenue Code of 1986, as amended (the "Code"). We were established for the purpose of investing in debt and equity securities of established private businesses in the United States ("U.S."). Debt investments primarily take the form of two types of loans: secured first lien loans and secured second lien loans. Equity investments primarily take the form of preferred or common equity (or warrants or options to acquire the foregoing), often in connection with buyouts and other recapitalizations. Our investment objectives are to: (i) achieve and grow current income by investing in debt securities of established businesses that we believe will provide stable earnings and cash flow to pay expenses, make principal and interest payments on our outstanding indebtedness and make distributions to stockholders that grow over time, and (ii) provide our stockholders with long-term capital appreciation in the value of our assets by investing in equity securities of established businesses, generally in combination with the aforementioned debt securities, that we believe can grow over time to permit us to sell our equity investments for capital gains. We intend that our investment portfolio over time will consist of approximately 75.0% in debt investments and 25.0% in equity investments, at cost.

Gladstone Business Investment, LLC ("Business Investment"), a wholly-owned subsidiary of ours, was established on August 11, 2006 for the sole purpose of holding certain investments pledged as collateral under our line of credit. The financial statements of Business Investment are consolidated with those of Gladstone Investment. We also have significant subsidiaries (as defined under Rule 1-02(w) of the U.S. Securities and Exchange Commission's ("SEC") Regulation S-X) whose financial statements are not consolidated with ours. Refer to Note 12 —*Unconsolidated Significant Subsidiaries* for additional information regarding our unconsolidated significant subsidiaries.

We are externally managed by Gladstone Management Corporation (the "Adviser"), an affiliate of ours and an SEC registered investment adviser, pursuant to an investment advisory agreement and management agreement (the "Advisory Agreement"). Administrative services are provided by Gladstone Administration, LLC (the "Administrator"), an affiliate of ours and the Adviser, pursuant to an administration agreement (the "Administration Agreement"). Refer to Note 4 — *Related Party Transactions* for more information regarding these arrangements.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Unaudited Interim Financial Statements and Basis of Presentation

We prepare our interim financial statements in accordance with accounting principles generally accepted in the U.S. ("GAAP") for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Articles 6, 10 and 12 of SEC Regulation S-X. Accordingly, we have not included in this quarterly report all of the information and notes required by GAAP for annual financial statements. The accompanying *Consolidated Financial Statements* include our accounts and those of our wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated. In accordance with Article 6 of Regulation S-X, we do not consolidate portfolio company investments. Under the investment company rules and regulations pursuant to the American Institute of Certified Public Accountants ("AICPA") Audit and Accounting Guide for Investment Companies, codified in ASC 946, we are precluded from consolidating any entity other than another investment company, except that ASC 946 provides for the consolidation of a controlled operating company that provides substantially all of its services to the investment company or its consolidated subsidiaries. In our opinion, all adjustments, consisting solely of normal recurring accruals, necessary for the fair statement of financial statements for the interim periods have been included. The results of operations for the three months ended June 30, 2019 are not necessarily indicative of results that ultimately may be achieved for the fiscal year ending March 31, 2020 or any future interim period. The interim financial statements and notes thereto should be read in conjunction with the financial statements and notes thereto included in our annual report on Form 10-K for the fiscal year ended March 31, 2019, as filed with the SEC on May 13, 2019.

Use of Estimates

Preparing financial statements requires management to make estimates and assumptions that affect the amounts reported in our accompanying *Consolidated Financial Statements* and these *Notes to Consolidated Financial Statements.* Actual results may differ from those estimates.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation in the *Consolidated Financial Statements* and the accompanying *Notes to Consolidated Financial Statements.* Reclassifications did not impact net increase in net assets resulting from operations, total assets, total liabilities, or total net assets, or Consolidated Statements of Changes in Net Assets and Consolidated Statements of Cash Flows classifications.

Investment Valuation Policy

Accounting Recognition

We record our investments at fair value in accordance with the FASB ASC Topic 820, "*Fair Value Measurements and Disclosures"* ("ASC 820") and the 1940 Act. Investment transactions are recorded on the trade date. Realized gains or losses are generally measured by the difference between the net proceeds from the repayment or sale and the cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized, and include investments charged off during the period, net of recoveries. Unrealized appreciation or depreciation primarily reflects the change in investment fair values, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

Board Responsibility

In accordance with the 1940 Act, our Board of Directors has the ultimate responsibility for reviewing and determining, in good faith, the fair value of our investments for which market quotations are not readily available based on our investment valuation policy (which has been approved by our Board of Directors) (the "Policy"). Such review occurs in three phases. First, prior to its quarterly meetings, the Board of Directors receives written valuation recommendations and supporting materials provided by professionals of the Adviser and Administrator with oversight and direction from the chief valuation officer (the "Valuation Team"). Second, the Valuation Committee of our Board of Directors (comprised entirely of independent directors) meets to review the valuation recommendations and supporting materials, presented by the chief valuation officer. Third, after the Valuation Committee concludes its meeting, it and the chief valuation officer present the Valuation Committee's findings to the entire Board of Directors so that the full Board of Directors may review and determine in good faith the fair value of such investments in accordance with the Policy.

There is no single standard for determining fair value (especially for privately-held businesses), as fair value depends upon the specific facts and circumstances of each individual investment. In determining the fair value of our investments, the Valuation Team, led by the chief valuation officer, uses the Policy, and each quarter the Valuation Committee and Board of Directors review the Policy to determine if changes thereto are advisable and whether the Valuation Team has applied the Policy consistently.

Use of Third Party Valuation Firms

The Valuation Team engages third party valuation firms to provide independent assessments of fair value of certain of our investments.

ICE Data Pricing and Reference Data, LLC ("ICE"), a valuation specialist, generally provides estimates of fair value on our debt investments. The Valuation Team generally assigns ICE's estimates of fair value to our debt investments where we do not have the ability to effectuate a sale of the applicable portfolio company. The Valuation Team corroborates ICE's estimates of fair value using one or more of the valuation techniques discussed below. The Valuation Team's estimate of value on a specific debt investment may significantly differ from ICE's. When this occurs, our Valuation Committee and Board of Directors review whether the Valuation Team has followed the Policy and whether the Valuation Team's recommended fair value is reasonable in light of the Policy and other facts and circumstances before determining fair value.

We may engage other independent valuation firms to provide earnings multiple ranges, as well as other information, and evaluate such information for incorporation into the total enterprise value ("TEV") of certain of our investments. Generally, at least once per year, we engage an independent valuation firm to value or review the valuation of each of our significant equity investments, which includes providing the information noted above. The Valuation Team evaluates such information for incorporation into our TEV, including review of all inputs provided by the independent valuation firm. The Valuation Team then makes a recommendation to our

Valuation Committee and Board of Directors as to the fair value. Our Board of Directors reviews the recommended fair value and whether it is reasonable in light of the Policy and other relevant facts and circumstances before determining fair value.

Valuation Techniques

In accordance with ASC 820, the Valuation Team uses the following techniques when valuing our investment portfolio:

- *Total Enterprise Value* — In determining the fair value using a TEV, the Valuation Team first calculates the TEV of the portfolio company by incorporating some or all of the following factors: the portfolio company's ability to make payments and other specific portfolio company attributes; the earnings of the portfolio company (the trailing or projected twelve month revenue or earnings before interest, taxes, depreciation and amortization ("EBITDA")); EBITDA obtained from our indexing methodology whereby the original transaction EBITDA at the time of our closing is indexed to a general subset of comparable disclosed transactions and EBITDA from recent sales to third parties of similar securities in similar industries; a comparison to publicly traded securities in similar industries, and other pertinent factors. The Valuation Team generally reviews industry statistics and may use outside experts when gathering this information. Once the TEV is determined for a portfolio company, the Valuation Team generally allocates the TEV to the portfolio company's securities based on the facts and circumstances of the securities, which typically results in the allocation of fair value to securities based on the order of their relative priority in the capital structure. Generally, the Valuation Team uses TEV to value our equity investments and, in the circumstances where we have the ability to effectuate a sale of a portfolio company, our debt investments.

  TEV is primarily calculated using EBITDA; however, TEV may also be calculated using revenue multiples or a discounted cash flow ("DCF") analysis whereby future expected cash flows of the portfolio company are discounted to determine a net present value using estimated risk-adjusted discount rates, which incorporate adjustments for nonperformance and liquidity risks. Generally, the Valuation Team uses a DCF analysis to calculate TEV to corroborate estimates of value for our equity investments where we do not have the ability to effectuate a sale of a portfolio company or for debt of credit-impaired portfolio companies.

- *Yield Analysis* — The Valuation Team generally determines the fair value of our debt investments for which we do not have the ability to effectuate a sale of the applicable portfolio company using the yield analysis, which includes a DCF calculation and assumptions that the Valuation Team believes market participants would use, including: estimated remaining life, current market yield, current leverage, and interest rate spreads. This technique develops a modified discount rate that incorporates risk premiums including, among other things, increased probability of default, increased loss upon default, and increased liquidity risk. Generally, the Valuation Team uses the yield analysis to corroborate both estimates of value provided by ICE and market quotes.

- *Market Quotes* — For our investments for which a limited market exists, we generally base fair value on readily available and reliable market quotations, which are corroborated by the Valuation Team (generally by using the yield analysis explained above). In addition, the Valuation Team assesses trading activity for similar investments and evaluates variances in quotations and other market insights to determine if any available quoted prices are reliable. Typically, the Valuation Team uses the lower indicative bid price ("IBP") in the bid-to-ask price range obtained from the respective originating syndication agent's trading desk on or near the valuation date. The Valuation Team may take further steps to consider additional information to validate that price in accordance with the Policy. For securities that are publicly traded, we generally base fair value on the closing market price of the securities we hold as of the reporting date. For restricted securities that are publicly traded, we generally base fair value on the closing market price of the securities we hold as of the reporting date less a discount for the restriction, which includes consideration of the nature and term to expiration of the restriction.

- *Investments in Funds* — For equity investments in other funds for which we cannot effectuate a sale of the fund, the Valuation Team generally determines the fair value of our invested capital at the Net Asset Value ("NAV") provided by the fund. Any invested capital that is not yet reflected in the NAV provided by the fund is valued at par value. The Valuation Team may also determine fair value of our investments in other investment funds based on the capital accounts of the underlying entity.

In addition to the valuation techniques listed above, the Valuation Team may also consider other factors when determining the fair value of our investments, including: the nature and realizable value of the collateral, including external parties' guaranties, any relevant offers or letters of intent to acquire the portfolio company, timing of expected loan repayments, and the markets in which the portfolio company operates.

Fair value measurements of our investments may involve subjective judgments and estimates and, due to the uncertainty inherent in valuing these securities, the determinations of fair value may fluctuate from period to period and may differ materially from the values that could be obtained if a ready market for these securities existed. Our NAV could be materially affected if the determinations regarding the fair value of our investments are materially different from the values that we ultimately realize upon our disposal of such securities. Additionally, changes in the market environment and other events that may occur over the life of the investment may cause the gains or losses ultimately realized on these investments to be different than the valuations currently assigned. Further, such investments are generally subject to legal and other restrictions on resale or otherwise are less liquid than publicly traded securities. If we were required to liquidate a portfolio investment in a forced or liquidation sale, we could realize significantly less than the value at which it is recorded.

Refer to Note 3 — *Investments* for additional information regarding fair value measurements and our application of ASC 820.

Revenue Recognition

Interest Income Recognition

Interest income, adjusted for amortization of premiums, amendment fees and acquisition costs and 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, 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. Interest payments received on non-accrual loans may be recognized as income or applied to the cost basis, depending upon management's judgment. Generally, non-accrual loans are restored to accrual status when past-due principal and interest are paid and, in management's judgment, are likely to remain current, or, due to a restructuring, the interest income is deemed to be collectible. As of June 30, 2019, certain of our loans to Meridian Rack & Pinion, Inc. ("Meridian"), The Mountain Corporation ("The Mountain"), PSI Molded Plastics, Inc. ("PSI"), and SOG Specialty Knives & Tools, LLC ("SOG") were on non-accrual status, with an aggregate debt cost basis of $56.4 million, or 12.9% of the cost basis of all debt investments in our portfolio, and an aggregate fair value of $36.1 million, or 8.7% of the fair value of all debt investments in our portfolio. As of March 31, 2019, certain of our loans to B-Dry, LLC, Meridian, The Mountain, PSI, and SOG were on non-accrual status, with an aggregate debt cost basis of $68.3 million, or 15.4% of the cost basis of all debt investments in our portfolio, and an aggregate fair value of $21.9 million, or 5.4% of the fair value of all debt investments in our portfolio.

Paid-in-kind ("PIK") interest, computed at the contractual rate specified in the loan agreement, is added to the principal balance of the loan and recorded as interest income. As of June 30, 2019 and March 31, 2019, we did not have any loans with a PIK interest component.

Success Fee Income Recognition

We record success fees as income when earned, which often occurs upon receipt of cash. Success fees are generally contractually due upon a change of control in a portfolio company, typically resulting from an exit or sale, and are non-recurring.

Dividend Income Recognition

We accrue dividend income on preferred and common equity securities to the extent that such amounts are expected to be collected and if we have the option to collect such amounts in cash or other consideration.

Restricted Cash and Cash Equivalents

Restricted cash and cash equivalents are generally cash and cash equivalents held in escrow received as part of an investment exit. Restricted cash and cash equivalents are carried at cost, which approximates fair value.

Deferred Financing and Offering Costs

Deferred financing and offering costs consist of costs incurred to obtain financing, including lender fees and legal fees. Certain costs associated with our revolving line of credit are deferred and amortized using the straight-line method, which approximates the effective interest method, over the term of the revolving line of credit. Costs associated with the issuance of our mandatorily redeemable preferred stock are presented as discounts to the liquidation value of the mandatorily redeemable preferred stock and are amortized using the straight-line method, which approximates the effective interest method, over the term of the respective series of preferred stock. Refer to Note 5 — *Borrowings* and Note 6 — *Mandatorily Redeemable Preferred Stock* for further discussion.

Related Party Fees

We are party to the Advisory Agreement with the Adviser, which is owned and controlled by our chairman and chief executive officer. 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. Additionally, we pay the Adviser a loan servicing fee as compensation for its services as servicer under the terms of the Fifth Amended and Restated Credit Agreement dated April 30, 2013, as amended (the "Credit Facility").

We are also party to the Administration Agreement with the Administrator, which is owned and controlled by our chairman and chief executive officer, whereby we pay separately for administrative services.

Refer to Note 4 — *Related Party Transactions* for additional information regarding these related party fees and agreements.

Recent Accounting Pronouncements

In July 2019, the FASB issued Accounting Standards Update 2019-07, "Codification Updates to SEC Sections — Amendments to SEC Paragraphs Pursuant to SEC Final Rule Releases No. 33-10532, Disclosure Update and Simplification, and Nos. 33-10231 and 33-10442, Investment Company Reporting Modernization and Miscellaneous Updates (SEC Update)" ("ASU 2019-07"). ASU 2019-07 aligns the guidance in various SEC sections of the Codification with the requirements of certain SEC final rules. ASU 2019-07 is effective immediately. The adoption of ASU 2019-07 did not have a material impact on our financial position, results of operations or cash flows.

In August 2018, the FASB issued Accounting Standards Update 2018-13, "*Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value*" ("ASU 2018-13"), which modifies the disclosure requirements in ASC 820. We are currently assessing the impact of ASU 2018-13 and do not anticipate a material impact on our disclosures. ASU 2018-13 is effective for annual reporting periods beginning after December 15, 2019, including interim periods within those fiscal years, with early adoption permitted.

NOTE 3. INVESTMENTS

Fair Value

In accordance with ASC 820, we determine the fair value of our investments to be the price that would be received for an investment in a current sale, which assumes an orderly transaction between willing market participants on the measurement date. This fair value definition 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. ASC 820 also establishes the following three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of a financial instrument as of the measurement date.

- *Level 1* — inputs to the valuation methodology are quoted prices (unadjusted) for identical financial instruments in active markets;
- *Level 2* — inputs to the valuation methodology include quoted prices for similar financial instruments in active or inactive markets, and inputs that are observable for the financial instrument, 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 assumptions that market participants would use when pricing the financial instrument and can include the Valuation Team's assumptions based upon the best available information.

When a determination is made to classify our investments within Level 3 of the valuation hierarchy, such 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, inputs, observable inputs (or, components that are actively quoted and can be validated to external sources). The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement.

As of June 30, 2019 and March 31, 2019, all of our investments were valued using Level 3 inputs within the ASC 820 fair value hierarchy, except for our investment in Funko Acquisition Holdings, LLC ("Funko"), which was valued using Level 2 inputs.

We transfer investments in and out of Level 1, 2 and 3 of the valuation hierarchy as of the beginning balance sheet date, based on changes in the use of observable and unobservable inputs utilized to perform the valuation for the period. There were no transfers in or out of Level 1, 2 and 3 during the three months ended June 30, 2019 and June 30, 2018, respectively.

As of June 30, 2019 and March 31, 2019, our investments, by security type, at fair value were categorized as follows within the ASC 820 fair value hierarchy:

		Fair Value Measurements		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
As of June 30, 2019:				
Secured first lien debt	$338,586	$ —	$ —	$ 338,586
Secured second lien debt	76,475	—	—	76,475
Preferred equity	188,639	—	—	188,639
Common equity/equivalents	27,486	—	387(A)	27,099
Total Investments at June 30, 2019	**$631,186**	**$ —**	**$ 387**	**$ 630,799**

		Fair Value Measurements		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
As of March 31, 2019:				
Secured first lien debt	$331,090	$ —	$ —	$ 331,090
Secured second lien debt	75,293	—	—	75,293
Preferred equity	195,377	—	—	195,377
Common equity/equivalents	22,412	—	401(A)	22,011
Total Investments at March 31, 2019	$624,172	$ —	$ 401	$ 623,771

(A) Fair value was determined based on the closing market price of shares of Funko, Inc. (our units in Funko can be converted into common shares of Funko, Inc.) at the reporting date less a discount for lack of marketability, as our investment was subject to certain restrictions.

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The following table presents our investments, valued using Level 3 inputs within the ASC 820 fair value hierarchy, and carried at fair value as of June 30, 2019 and March 31, 2019, by caption on our accompanying *Consolidated Statements of Assets and Liabilities,* and by security type:

	Total Recurring Fair Value Measurements Reported in *Consolidated Statements* of Assets and Liabilities Valued Using Level 3 Inputs	
	June 30, 2019	**March 31, 2019**
Non-Control/Non-Affiliate Investments		
Secured first lien debt	**$ 168,528**	$ 156,044
Secured second lien debt	**30,380**	30,383
Preferred equity	**111,041**	106,462
Common equity/equivalents(A)	**17,029**	20,460
Total Non-Control/Non-Affiliate Investments	**326,978**	313,349
Affiliate Investments		
Secured first lien debt	**170,058**	175,046
Secured second lien debt	**36,095**	34,910
Preferred equity	**77,069**	85,606
Common equity/equivalents	**10,070**	1,551
Total Affiliate Investments	**293,292**	297,113
Control Investments		
Secured first lien debt	**—**	—
Secured second lien debt	**10,000**	10,000
Preferred equity	**529**	3,309
Common equity/equivalents	**—**	—
Total Control Investments	**10,529**	13,309
Total investments at fair value using Level 3 inputs	**$ 630,799**	$ 623,771

(A) Excludes our investment in Funko with a fair value of $0.4 million as of both June 30, 2019 and March 31, 2019, which was valued using Level 2 inputs.

In accordance with ASC 820, the following table provides quantitative information about our investments valued using Level 3 fair value measurements as of June 30, 2019 and March 31, 2019. The table below is not intended to be all-inclusive, but rather provides information on the significant Level 3 inputs as they relate to our fair value measurements. The weighted-average calculations in the table below are based on the principal balances for all debt-related calculations and on the cost basis for all equity-related calculations for the particular input.

	Quantitative Information about Level 3 Fair Value Measurements					
	Fair Value as of		Valuation Technique/ Methodology	Unobservable Input	Range / Weighted- Average as of	
	June 30, 2019	March 31, 2019			June 30, 2019	March 31, 2019
Secured first lien debt(A)	**$322,056**	$313,440	TEV	EBITDA multiple	5.3x –8.4x /6.2x	5.0x – 8.6x / 6.4x
				EBITDA	$1,558 –$22,205 /$7,217	$1,303 – $20,691 /$7,355
				Revenue multiple	0.6x – 0.8x / 0.7x	0.6x – 1.0x / 0.8x
				Revenue	$16,423 – $24,092 / $22,415	$12,574 –$24,857 / $17,785
	16,530	17,650	Yield Analysis	Discount Rate	15.2% – 20.9% / 17.8%	14.6% – 23.1% / 18.5%
Secured second lien debt	**46,161**	45,110	TEV	EBITDA multiple	5.8x – 6.8x / 6.5x	5.9x – 6.9x / 6.6x
				EBITDA	$3,265 – $6,016 / $5,193	$4,156 – $6,059 / $5,258
				Revenue multiple	0.8x – 0.8x / 0.8x	0.8x – 0.8x / 0.8x
				Revenue	$16,423 – $16,423 / $16,423	$16,717 – $16,717 / $16,717
	30,314	30,183	Yield Analysis	Discount Rate	6.7% – 11.1% / 9.0%	7.3% – 11.4% / 9.5%
Preferred equity(B)	**188,639**	195,377	TEV	EBITDA multiple	5.5x – 8.4x / 6.6x	5.0x – 8.6x / 7.3x
				EBITDA	$1,782 – $22,205 / $6,305	$2,382– $20,691 / $7,183
				Revenue multiple	0.6x – 0.8x / 0.7x	0.6x – 1.0x / 0.7x
				Revenue	$16,423 – $24,092 / $21,255	$12,574 – $24,857 / $20,103
Common equity/equivalents(C)(D)	**27,099**	22,011	TEV	EBITDA multiple	5.3x – 7.9x / 6.9x	5.5x – 8.1x / 7.0x
				EBITDA	$1,558 – $18,433 / $12,019	$1,303 – $17,310 / $11,459
				Revenue multiple	0.8x – 0.8x / 0.8x	0.8x – 0.8x / 0.8x
				Revenue	$16,423 – $16,423 / $16,423	$16,717 – $16,717 / $16,717
Total	**$630,799**	$623,771				

(A) Fair value as of March 31, 2019 includes two proprietary debt investments for a combined $14.2 million, which were valued at the expected payoff amount as the unobservable input.

(B) Fair value as of March 31, 2019 includes two proprietary equity investments for a combined $6.8 million, which were valued at the expected payoff amount as the unobservable input.

(C) Fair value as of March 31, 2019 includes two proprietary equity investments for a combined $2.6 million, which were valued at the expected payoff amount as the unobservable input.

(D) Fair value as of both June 30, 2019 and March 31, 2019 excludes our investment in Funko with a fair value of $0.4 million, which was valued using Level 2 inputs.

Fair value measurements can be sensitive to changes in one or more of the valuation inputs. Changes in discount rates, EBITDA or EBITDA multiples (or revenue or revenue multiples), each in isolation, may change the fair value of certain of our investments. Generally, an increase/(decrease) in discount rates or a (decrease)/increase in EBITDA or EBITDA multiples (or revenue or revenue multiples) may result in a (decrease)/increase in the fair value of certain of our investments.

Changes in Level 3 Fair Value Measurements of Investments

The following tables provide our portfolio's changes in fair value, broken out by security type, during the three months ended June 30, 2019 and 2018 for all investments for which the Adviser determines fair value using unobservable (Level 3) inputs.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Secured First Lien Debt	Secured Second Lien Debt	Preferred Equity	Common Equity/ Equivalents	Total
Three months ended June 30, 2019:					
Fair value as of March 31, 2019	**$331,090**	**$ 75,293**	**$195,377**	**$ 22,011**	**$623,771**
Total gain (loss):					
Net realized gain (loss)(A)	—	—	(1,252)	1,719	467
Net unrealized appreciation (depreciation)(B)	(168)	1,177	(10,546)	7,653	(1,884)
Reversal of previously recorded (appreciation) depreciation upon realization(B)	—	—	552	(1,719)	(1,167)
New investments, repayments and settlements(C):					
Issuances / originations	40,650	5	10,580	—	51,235
Settlements / repayments	(32,986)	—	—	—	(32,986)
Sales	—	—	(6,072)	(2,565)	(8,637)
Transfers(D)	—	—	—	—	—
Fair value as of June 30, 2019	**$338,586**	**$ 76,475**	**$188,639**	**$ 27,099**	**$630,799**

	Secured First Lien Debt	Secured Second Lien Debt	Preferred Equity	Common Equity/ Equivalents	Total
Three months ended June 30, 2018:					
Fair value as of March 31, 2018	**$305,856**	**$ 97,339**	**$167,150**	**$ 28,608**	**$598,953**
Total gain (loss):					
Net realized gain (loss)(A)	—	—	—	13,786	13,786
Net unrealized appreciation (depreciation)(B)	155	(568)	31,578	1,140	32,305
Reversal of previously recorded (appreciation) depreciation upon realization(B)	(74)	—	—	(14,681)	(14,755)
New investments, repayments and settlements(C):					
Issuances / originations	24,902	255	4,900	—	30,057
Settlements / repayments	(14,514)	—	—	—	(14,514)
Sales	—	—	(3,376)	(13,850)	(17,226)
Transfers	—	—	—	—	—
Fair value as of June 30, 2018	**$316,325**	**$ 97,026**	**$200,252**	**$ 15,003**	**$628,606**

(A) Included in net realized gain (loss) on investments on our accompanying *Consolidated Statements of Operations* for the respective periods ended June 30, 2019 and 2018.

(B) Included in net unrealized appreciation (depreciation) of investments on our accompanying *Consolidated Statements of Operations* for the respective periods ended June 30, 2019 and 2018.

(C) Includes increases in the cost basis of investments resulting from new portfolio investments, the amortization of discounts, PIK and othernon-cash disbursements to portfolio companies, as well as decreases in the cost basis of investments resulting from principal repayments or sales, the amortization of premiums and acquisition costs, and other cost-basis adjustments.

(D) Transfer represents secured first lien debt of B-Dry, LLC with a cost basis of $11.9 million and a fair value of $0, which was converted into equity during the three months ended June 30, 2019 with a cost basis of $11.9 million and a fair value of $0.

Investment Activity

During the three months ended June 30, 2019, the following significant transactions occurred:

- In April 2019, we sold our investment in Tread Corporation which resulted in a realized loss of $2.7 million. In connection with the sale, we received net cash proceeds of $4.9 million, including the repayment of our debt investment of $3.2 million at par.
- In April 2019, we sold our investment in Jackrabbit Inc. which resulted in dividend income of $2.1 million and a realized gain of $3.2 million. In connection with the sale, we received net cash proceeds of $19.8 million, including the repayment of our debt investment of $11.0 million at par.
- In April and May 2019, we extended a line of credit to J.R. Hobbs Co. – Atlanta, LLC ("J.R. Hobbs") with a total commitment amount of $10.0 million, which matures in October 2019.
- In May 2019, our $15.8 million debt investment in Old World Christmas, Inc. was repaid at par. In connection with the repayment, we received success fee income of $0.2 million.
- In June 2019, we invested $38.8 million in Horizon Facilities Services, Inc. ("Horizon") through a combination of secured first lien debt and preferred equity. Horizon, headquartered in Allentown, Pennsylvania, is a leading provider of outsourced services to the rental car industry.

Investment Concentrations

As of June 30, 2019, our investment portfolio consisted of investments in 29 portfolio companies located in 16 states across 14 different industries with an aggregate fair value of $631.2 million. Our investments in Nth Degree, Inc., J.R. Hobbs, Counsel Press, Inc., Brunswick Bowling Products, Inc., and Horizon represented our five largest portfolio investments at fair value as of June 30, 2019, and collectively comprised $240.4 million, or 38.1%, of our total investment portfolio at fair value.

The following table summarizes our investments by security type as of June 30, 2019 and March 31, 2019:

	June 30, 2019				March 31, 2019			
	Cost		Fair Value		Cost		Fair Value	
Secured first lien debt	**$346,746**	**57.8%**	**$338,586**	**53.6%**	$350,965	59.5%	$331,090	53.0%
Secured second lien debt	**91,856**	**15.3**	**76,475**	**12.1**	91,851	15.6	75,293	12.1
Total debt	**438,602**	**73.1**	**415,061**	**65.7**	442,816	75.1	406,383	65.1
Preferred equity	**159,761**	**26.7**	**188,639**	**29.9**	144,622	24.5	195,377	31.3
Common equity/equivalents	**1,387**	**0.2**	**27,486**	**4.4**	2,251	0.4	22,412	3.6
Total equity/equivalents	**161,148**	**26.9**	**216,125**	**34.3**	146,873	24.9	217,789	34.9
Total investments	**$599,750**	**100.0%**	**$631,186**	**100.0%**	$589,689	100.0%	$624,172	100.0%

Investments at fair value consisted of the following industry classifications as of June 30, 2019 and March 31, 2019:

	June 30, 2019		March 31, 2019	
	Fair Value	Percentage of Total Investments	Fair Value	Percentage of Total Investments
Diversified/Conglomerate Services	**$258,403**	**40.9%**	$212,817	34.1%
Home and Office Furnishings, Housewares, and Durable Consumer Products	**84,194**	**13.3**	102,271	16.4
Diversified/Conglomerate Manufacturing	**51,105**	**8.1**	41,235	6.6
Personal and Non-Durable Consumer Products (Manufacturing Only)	**40,264**	**6.4**	40,130	6.4
Leisure, Amusement, Motion Pictures, and Entertainment	**36,451**	**5.8**	40,912	6.6
Healthcare, Education, and Childcare	**28,636**	**4.5**	30,022	4.8
Machinery (Non-agriculture, Non-construction, and Non-electronic)	**28,107**	**4.5**	28,905	4.6
Containers, Packaging, and Glass	**21,589**	**3.4**	22,009	3.5
Chemicals, Plastics, and Rubber	**17,921**	**2.8**	16,641	2.7
Cargo Transport	**16,052**	**2.6**	15,490	2.5
Telecommunications	**15,925**	**2.5**	15,225	2.4
Beverage, Food, and Tobacco	**13,360**	**2.1**	11,937	1.9
Aerospace and Defense	**10,529**	**1.7**	13,309	2.1
Automobile	**8,650**	**1.4**	9,716	1.6
Farming and Agriculture	**—**	**—**	19,197	3.1
Other < 2.0%	**—**	**—**	4,356	0.7
Total investments	**$631,186**	**100.0%**	$624,172	100.0%

Investments at fair value were included in the following geographic regions of the U.S. as of June 30, 2019 and March 31, 2019:

	June 30, 2019		March 31, 2019	
Location	Fair Value	Percentage of Total Investments	Fair Value	Percentage of Total Investments
South	**$262,778**	**41.6%**	$262,386	42.0%
West	**165,273**	**26.2**	177,599	28.5
Northeast	**151,827**	**24.1**	129,430	20.7
Midwest	**51,308**	**8.1**	54,757	8.8
Total investments	**$631,186**	**100.0%**	$624,172	100.0%

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

Investment Principal Repayments

The following table summarizes the contractual principal repayment and maturity of our investment portfolio by fiscal year, assuming no voluntary prepayments, as of June 30, 2019:

		Amount
For the remaining nine months ending March 31:	2020	$ 53,160
For the fiscal years ending March 31:	2021	55,846
	2022	56,571
	2023	97,489
	2024	111,618
	Thereafter	63,980
	Total contractual repayments	**$ 438,664**
	Adjustments to cost basis of debt investments	(62)
	Investments in equity securities	161,148
	Total cost basis of investments held as of June 30, 2019:	**$ 599,750**

Receivables from Portfolio Companies

Receivables from portfolio companies represent non-recurring costs that we incurred on behalf of portfolio companies. Such receivables, net of any allowance for uncollectible receivables, are included in Other assets, net on our accompanying *Consolidated Statements of Assets and Liabilities*. We generally maintain an allowance for uncollectible receivables from portfolio companies when the receivable balance becomes 90 days or more past due or if it is determined, based upon management's judgment, that the portfolio company is unable to pay its obligations. We write-off accounts receivable when we have exhausted collection efforts and have deemed the receivables uncollectible. As of June 30, 2019 and March 31, 2019, we had gross receivables from portfolio companies of $1.1 million and $1.3 million, respectively. The allowance for uncollectible receivables was $0.6 million and $0.8 million as of June 30, 2019 and March 31, 2019, respectively.

NOTE 4. RELATED PARTY TRANSACTIONS

Transactions with the Adviser

We pay the Adviser certain fees as compensation for its services, such fees consisting of a base management fee and an incentive fee, as provided for in the Advisory Agreement, and a loan servicing fee for the Adviser's role as servicer pursuant to the Credit Facility, each as described below. On July 9, 2019, our Board of Directors, including a majority of the directors who are not parties to the Advisory Agreement or interested persons of either party, approved the annual renewal of the Advisory Agreement through August 31, 2020.

Two of our executive officers, David Gladstone (our chairman and chief executive officer) and Terry Lee Brubaker (our vice chairman and chief operating officer) serve as directors and executive officers of the Adviser, which is 100% indirectly owned and controlled by Mr. Gladstone. David Dullum (our president) is also an executive managing director of the Adviser.

The following table summarizes the base management fees, loan servicing fees, incentive fees, and associated non-contractual, unconditional, and irrevocable credits reflected in our accompanying *Consolidated Statements of Operations*:

	Three Months Ended June 30,	
	2019	**2018**
Average total assets subject to base management fee(A)	**$634,200**	$622,200
Multiplied by prorated annual base management fee of 2.0%	**0.5%**	0.5%
Base management fee(B)	**3,171**	3,111
Credits to fees from Adviser – other(B)	**(1,222)**	(960)
Net base management fee	**$ 1,949**	$ 2,151
Loan servicing fee(B)	**1,752**	1,740
Credits to base management fee – loan servicing fee(B)	**(1,752)**	(1,740)
Net loan servicing fee	**$ —**	$ —
Incentive fee – income-based	**$ 2,081**	$ 1,078
Incentive fee – capital gains-based(C)	**(512)**	6,508
Total incentive fee(B)	**$ 1,569**	$ 7,586
Credits to fees from Adviser – other(B)	**—**	—
Net incentive fee	**$ 1,569**	$ 7,586

(A) Average total assets subject to the base management fee is defined in the Advisory Agreement as total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings, valued at the end of the applicable quarters within the respective periods and adjusted appropriately for any share issuances or repurchases during the periods.

(B) Reflected as a line item on our accompanying *Consolidated Statement of Operations*.

(C) The capital gains-based incentive fee is not yet contractually due under the terms of the Advisory Agreement.

Base Management Fee

The base management fee is payable quarterly to the Adviser pursuant to our Advisory Agreement 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 (inclusive of the current quarter), which are total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings, valued at the end of the applicable quarters within the respective period and adjusted appropriately for any share issuances or repurchases during the period.

Additionally, pursuant to the requirements of the 1940 Act, the Adviser makes available significant managerial assistance to our portfolio companies. The Adviser may also provide other services to our portfolio companies under certain agreements and may receive fees for services other than managerial assistance. Such services may include: (i) assistance obtaining, sourcing or structuring credit facilities, long term loans or additional equity from unaffiliated third parties; (ii) negotiating important contractual financial relationships; (iii) consulting services regarding restructuring of the portfolio company and financial modeling as it relates to raising additional debt and equity capital from unaffiliated third parties; and (iv) primary role in interviewing, vetting and negotiating employment contracts with candidates in connection with adding and retaining key portfolio company management team members. The Adviser non-contractually, unconditionally, and irrevocably credits 100% of any fees received for such services against the base management fee that we would otherwise be required to pay to the Adviser; however, pursuant to the terms of the Advisory Agreement, a small percentage of certain of such fees, totaling $50 and $71 during the three month periods ended June 30, 2019 and 2018, respectively, was retained by the Adviser in the form of reimbursement, at cost, for tasks completed by personnel of the Adviser, primarily related to the valuation of portfolio companies.

Loan Servicing Fee

The Adviser also services the loans held by our wholly-owned subsidiary, Business Investment (the borrower under the Credit Facility), in return for which the Adviser receives a 2.0% annual fee based on the monthly aggregate outstanding balance of loans pledged under the Credit Facility. Since Business Investment is a consolidated subsidiary of ours, coupled with the fact that the total base management fee paid to the Adviser pursuant to the Advisory Agreement cannot exceed 2.0% of total assets (less any uninvested cash or cash equivalents resulting from borrowings) during any given calendar year, we treat payment of the loan servicing fee pursuant to the Credit Facility as a pre-payment of the base management fee under the Advisory Agreement. Accordingly, these loan servicing fees are 100% non-contractually, unconditionally, and irrevocably credited back to us by the Adviser.

Incentive Fee

The incentive fee payable to the Adviser under our Advisory Agreement consists of two parts: an income-based incentive fee and a capital gains-based 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, which we define as total assets less indebtedness and before taking into account any incentive fees payable or contractually due but not payable during the period, at the end of the immediately preceding calendar quarter, adjusted appropriately for any share issuances or repurchases during the period (the "Hurdle Rate"). The income-based incentive fee with respect to our pre-incentive fee net investment income is payable quarterly to the Adviser and is computed as follows:

- No incentive fee in any calendar quarter in which our pre-incentive fee net investment income does not exceed the Hurdle Rate;
- 100.0% 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% of our net assets, adjusted appropriately for any share issuances or repurchases during the period, in any calendar quarter; and
- 20.0% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.1875% of our net assets, adjusted appropriately for any share issuances or repurchases during the period, in any calendar quarter.

The second part of the incentive fee is a capital gains-based 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 20.0% of our realized capital gains, less any realized capital losses and unrealized depreciation, calculated as of the end of the preceding calendar year. The capital gains-based incentive fee payable to the Adviser is calculated based on (i) cumulative aggregate realized capital gains since our inception, less (ii) cumulative aggregate realized capital losses since our inception, less (iii) the entire portfolio's aggregate unrealized capital depreciation, if any, as of the date of the calculation. If this number is positive at the applicable calculation date, then the capital gains-based incentive fee for such year equals 20.0% of such amount, less the aggregate amount of any capital gains-based incentive fees paid in respect of our portfolio in all prior years. For calculation purposes, cumulative aggregate realized capital gains, if any, equals the sum of the excess 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 deficit between the net sales price of each investment, when sold, and the original cost of such investment since our inception. The entire portfolio's aggregate unrealized capital depreciation, if any, equals the sum of the deficit between the fair value of each investment security as of the applicable calculation date and the original cost of such investment security. We have not incurred capital gains-based incentive fees from inception through June 30, 2019, as aggregate unrealized capital depreciation has exceeded cumulative realized capital gains net of cumulative realized capital losses.

In accordance with GAAP, accrual of the capital gains-based incentive fee is determined as if our investments had been liquidated at their fair values as of the end of the reporting period. Therefore, GAAP requires that the capital gains-based incentive fee accrual consider the aggregate unrealized capital appreciation in the calculation, as a capital gains-based incentive fee would be payable if such unrealized capital appreciation were realized. There can be no assurance that any such unrealized capital appreciation will be realized in the future. Accordingly, a GAAP accrual is calculated at the end of the reporting period based on (i) cumulative aggregate realized capital gains since our inception, plus (ii) the entire portfolio's aggregate unrealized capital appreciation, if any, less (iii) cumulative aggregate realized capital losses since our inception, less (iv) the entire portfolio's aggregate unrealized capital depreciation, if any. If such amount is positive at the end of a reporting period, a capital gains-based incentive fee equal to 20.0% of such amount, less the aggregate amount of capital gains-based incentive fees accrued in all prior years, is recorded, regardless of whether such amount is contractually due under the terms of the Advisory Agreement. If such amount is negative, then there is no accrual for such period. During the three months ended June 30, 2019 and 2018, we recorded a \$0.5 million reversal of previously accrued capital gains-based incentive fees. During the three months ended June 30, 2018, we recorded capital gains-based incentive fees of \$6.5 million. Such amounts are not yet contractually due under the terms of the Advisory Agreement.

Transactions with the Administrator

We pay the Administrator pursuant to the Administration Agreement for our allocable portion of the Administrator's expenses incurred while performing services to us, which are primarily rent and salaries and benefits expenses of the Administrator's employees, including: our chief financial officer and treasurer, chief valuation officer, chief compliance officer, and general counsel and secretary (who also serves as the Administrator's president, general counsel, and secretary), and their respective staffs. Two of our executive officers, David Gladstone (our chairman and chief executive officer) and Terry Lee Brubaker (our vice chairman and chief operating officer) serve as members of the board of managers and executive officers of the Administrator, which is 100% indirectly owned and controlled by Mr. Gladstone.

Our allocable portion of the Administrator's expenses is generally derived by multiplying the Administrator's total expenses by the approximate percentage of time during the current quarter the Administrator's employees performed services for us in relation to their time spent performing services for all companies serviced by the Administrator. On July 9, 2019, our Board of Directors, including a majority of the directors who are not parties to the Administration Agreement or interested persons of either party, approved the annual renewal of the Administration Agreement through August 31, 2020.

Other Transactions

Gladstone Securities, LLC ("Gladstone Securities"), which is 100% indirectly owned and controlled by Mr. Gladstone, our chairman and chief executive officer, is a privately-held broker-dealer registered with the Financial Industry Regulatory Authority and insured by the Securities Investor Protection Corporation. From time to time, Gladstone Securities provides other services, such as investment banking and due diligence services, to certain of our portfolio companies, for which it receives a fee. Any such fees paid by portfolio companies to Gladstone Securities do not impact the fees we pay to the Adviser or the non-contractual, unconditional, and irrevocable credits against the base management fee. The fees received by Gladstone Securities from portfolio companies totaled \$0.4 million and \$0.3 million during the three months ended June 30, 2019 and 2018, respectively.

Related Party Fees Due

Amounts due to related parties on our accompanying *Consolidated Statements of Assets and Liabilities* were as follows:

	As of June 30, 2019	**As of March 31, 2019**
Base management and loan servicing fee due to Adviser, net of credits	**$ 711**	$ 1,143
Incentive fee due to Adviser(A)	**23,808**	23,548
Other due to Adviser	**75**	33
Total fees due to Adviser	**$24,594**	$ 24,724
Fee due to Administrator	**$ 314**	$ 344
Total related party fees due	**$24,908**	$ 25,068

(A) Includes a capital gains-based incentive fee of \$21.7 million and \$22.2 million as of June 30, 2019 and March 31, 2019, respectively, recorded in accordance with GAAP requirements and which is not contractually due under the terms of the Advisory Agreement. Refer to Note 4 — *Related Party Transactions — Transactions with the Adviser — Incentive Fee* for additional information.

Net expenses receivable from Gladstone Capital Corporation, one of our affiliated funds, for reimbursement purposes, which includes certain co-investment expenses, totaled $26 and $12 as of June 30, 2019 and March 31, 2019, respectively. These amounts are generally settled in the quarter subsequent to being incurred and have been included in Other Assets, net on the accompanying *Consolidated Statements of Assets and Liabilities* as of June 30, 2019 and March 31, 2019, respectively.

NOTE 5. BORROWINGS

Revolving Line of Credit

On August 22, 2018, we, through our wholly-owned subsidiary, Business Investment, entered into Amendment No. 4 to the Fifth Amended and Restated Credit Agreement, originally entered into on April 30, 2013 and as previously amended, with KeyBank National Association ("KeyBank") as administrative agent, lead arranger, managing agent and lender, the Adviser, as servicer, and certain other lenders party thereto. The revolving period was extended to August 22, 2021, and if not renewed or extended by such date, all principal and interest will be due and payable on August 22, 2023 (two years after the revolving period end date). As of June 30, 2019, the Credit Facility provided two one-year extension options that may be exercised on or before the first and second anniversary of the August 22, 2018 amendment date, subject to approval by all lenders. Additionally, the Credit Facility commitment amount was increased from $165.0 million to $200.0 million and, subject to certain terms and conditions, can be expanded to a total facility amount of $300.0 million through additional commitments from existing or new lenders.

The amendment also reduced the Company's minimum asset coverage with respect to senior securities representing indebtedness from 200% to 150% (or such percentage as may be set forth in Section 18 of the 1940 Act, as modified by Section 61 of the 1940 Act).

Advances under the Credit Facility generally bear interest at30-day London Interbank Offered Rate ("LIBOR") plus 2.85% per annum until August 21, 2021, with the margin then increasing to 3.10% for the period from August 22, 2021 to August 21, 2022, and increasing further to 3.35% thereafter. The Credit Facility has an unused commitment fee on the daily unused commitment amount of 0.50% per annum if the average unused commitment amount for the period is less than or equal to 50% of the total commitment amount, 0.75% per annum if the average unused commitment amount for the period is greater than 50% but less than or equal to 65% of the total commitment amount, and 1.00% per annum if the average unused commitment amount for the period is greater than 65% of the total commitment amount.

The following tables summarize noteworthy information related to the Credit Facility:

	As of June 30, 2019	As of March 31, 2019
Commitment amount	**$200,000**	$200,000
Borrowings outstanding at cost	**73,500**	53,000
Availability(A)	**126,500**	147,000

	For the Three Months Ended June 30,	
	2019	**2018**
Weighted-average borrowings outstanding	**$42,670**	$123,275
Effective interest rate(B)	**9.1%**	5.4%
Commitment (unused) fees incurred	**$ 398**	$ 53

(A) Availability is subject to various constraints, characteristics and applicable advance rates based on collateral quality under the Credit Facility, which equated to an adjusted availability of $120.5 million and $137.5 million as of June 30, 2019 and March 31, 2019, respectively.

(B) Excludes the impact of deferred financing costs and includes unused commitment fees.

Among other things, the Credit Facility contains a performance guaranty that requires us to maintain (i) a minimum net worth (defined in the Credit Facility to include our mandatory redeemable term preferred stock) of the greater of $210.0 million or $210.0 million plus 50% of all equity and subordinated debt raised minus 50% of any equity or subordinated debt redeemed or retired after November 16, 2016, which equated to $218.7 million as of June 30, 2019, (ii) asset coverage with respect to senior securities representing indebtedness of at least 150% (or such percentage as may be set forth in Section 18 of the 1940 Act, as modified by Section 61 of the 1940 Act); and (iii) our status as a BDC under the 1940 Act and as a RIC under the Code. As of June 30, 2019, and as defined in the performance guaranty of the Credit Facility, we had a net worth of $530.6 million, asset coverage on our senior securities representing indebtedness of 763.7%, calculated in compliance with the requirements of Sections 18 and 61 of the 1940 Act, and an active status as a BDC and RIC. As of June 30, 2019, we were in compliance with all covenants under the Credit Facility.

Secured Borrowing

In August 2012, we entered into a participation agreement with a third-party related to $5.0 million of our secured second lien term debt investment in Ginsey Home Solutions, Inc. ("Ginsey"). In May 2014, we amended the agreement with the third-party to include an additional $0.1 million. ASC Topic 860, "*Transfers and Servicing*" requires us to treat the participation as a financing-type transaction. Specifically, the third-party has a senior claim to our remaining investment in the event of default by Ginsey which, in part, resulted in the loan participation bearing a rate of interest lower than the contractual rate established at origination. Therefore, our accompanying *Consolidated Statements of Assets and Liabilities* reflects the entire secured second lien term debt investment in Ginsey and a corresponding $5.1 million secured borrowing liability. The secured borrowing has a stated fixed interest rate of 7.0% and a maturity date of January 3, 2021.

Fair Value

We elected to apply the fair value option of ASC Topic 825, "*Financial Instruments*," to the Credit Facility, which was consistent with our application of ASC 820 to our investments. Generally, the fair value of the Credit Facility is determined using a yield analysis, which includes a DCF calculation and also takes into account the assumptions the Valuation Team believes market participants would use, including the estimated remaining life, counterparty credit risk, current market yield and interest rate spreads of similar securities as of the measurement date. As of June 30, 2019, the discount rate used to determine the fair value of our Credit Facility was 30-day LIBOR, plus 2.65% per annum, plus a 0.75% unused commitment fee. As of March 31, 2019, the discount rate used to determine the fair value of our Credit Facility was 30-day LIBOR, plus 2.85% per annum, plus a 1.0% unused commitment fee. Generally, an increase or decrease in the discount rate used in the DCF calculation may result in a corresponding decrease or increase, respectively, in the fair value of the Credit Facility. At each of June 30, 2019 and March 31, 2019, the Credit Facility was valued using Level 3 inputs and any changes in its fair value are recorded in Net unrealized depreciation of other on our accompanying *Consolidated Statements of Operations*.

The following tables provide relevant information and disclosures about the Credit Facility as of June 30, 2019 and March 31, 2019, and for the three months ended June 30, 2019 and 2018, as required by ASC 820:

	Level 3 – Borrowings	
	Recurring Fair Value Measurements Reported in *Consolidated Statements of Assets and Liabilities* Using Significant Unobservable Inputs (Level 3)	
	June 30, 2019	**March 31, 2019**
Credit Facility	**$ 73,795**	$ 53,000

Fair Value Measurements of Borrowings Using Significant Unobservable Inputs (Level 3) Reported in *Consolidated Statements of Assets and Liabilities*	**Credit Facility**
Three months ended June 30, 2019:	
Fair value at March 31, 2019	$ 53,000
Borrowings	74,500
Repayments	(54,000)
Unrealized appreciation	295
Fair value at June 30, 2019	**$ 73,795**
Three months ended June 30, 2018:	
Fair value at March 31, 2018	$ 107,500
Borrowings	37,900
Repayments	(42,400)
Unrealized depreciation	(93)
Fair value at June 30, 2018	**$ 102,907**

The fair value of the collateral under the Credit Facility was $559.8 million and $536.3 million as of June 30, 2019 and March 31, 2019, respectively.

NOTE 6. MANDATORILY REDEEMABLE PREFERRED STOCK

The following tables summarize our 6.250% Series D Cumulative Term Preferred Stock (our "Series D Term Preferred Stock" or "Series D"), and our 6.375% Series E Cumulative Term Preferred Stock (our "Series E Term Preferred Stock" or "Series E") outstanding as of June 30, 2019 and March 31, 2019:

As of June 30, 2019:

Class of Term Preferred Stock	Ticker Symbol	Date Issued	Mandatory Redemption Date(A)	Interest Rate	Shares Outstanding	Liquidation Preference per Share	Total Liquidation Preference
Series D	GAINM	September 26, 2016	September 30, 2023	6.250%	2,300,000	$25.00	**$57,500**
Series E	GAINL	August 22, 2018	August 31, 2025	6.375%	2,990,000	25.00	**74,750**
Term preferred stock, gross(A)					**5,290,000**	**$25.00**	**$132,250**
Less: Discounts							**(3,598)**
Term preferred stock, net(B)							**$128,652**

As of March 31, 2019:

Class of Term Preferred Stock	Ticker Symbol	Date Issued	Mandatory Redemption Date(A)	Interest Rate	Shares Outstanding	Liquidation Preference per Share	Total Liquidation Preference
Series D	GAINM	September 26, 2016	September 30, 2023	6.250%	2,300,000	$25.00	**$57,500**
Series E	GAINL	August 22, 2018	August 31, 2025	6.375%	2,990,000	25.00	**74,750**
Term preferred stock, gross(A)					**5,290,000**	**$25.00**	**$132,250**
Less: Discounts							**(3,768)**
Term preferred stock, net(B)							**$128,482**

(A) As of June 30, 2019 and March 31, 2019, asset coverage on our senior securities that are stock, calculated pursuant to Sections 18 and 61 of the 1940 Act, was 287.5% and 309.1%, respectively.

(B) Reflected as a line item on our accompanying *Consolidated Statement of Assets and Liabilities* pursuant to the adoption of Accounting Standard Update 2015-03, "*Simplifying the Presentation of Debt Issuance Costs*."

The following tables summarize dividends declared by our Board of Directors and paid by us on our 6.750% Series B Cumulative Term Preferred Stock (our "Series B Term Preferred Stock" or "Series B"), our 6.500% Series C Cumulative Term Preferred Stock (our "Series C Term Preferred Stock" or "Series C"), our Series D Term Preferred Stock and our Series E Term Preferred Stock during the three months ended June 30, 2019 and 2018:

For the Three Months Ended June 30, 2019:

Declaration Date	Record Date	Payment Date	Dividend per Share of Series D Term Preferred Stock	Dividend per Share of Series E Term Preferred Stock(A)
April 9, 2019	April 22, 2019	April 30, 2019	$0.13020833	$0.13281250
April 9, 2019	May 22, 2019	May 31, 2019	0.13020833	0.13281250
April 9, 2019	June 19, 2019	June 28, 2019	0.13020833	0.13281250
		Total	**$0.39062499**	**$0.39843750**

For the Three Months Ended June 30, 2018:

Declaration Date	Record Date	Payment Date	Dividend per Share of Series B Term Preferred Stock(B)	Dividend per Share of Series C Term Preferred Stock(B)	Dividend per Share of Series D Term Preferred Stock
April 10, 2018	April 20, 2018	April 30, 2018	$0.140625	$0.135417	$0.13020833
April 10, 2018	May 22, 2018	May 31, 2018	0.140625	0.135417	0.13020833
April 10, 2018	June 20, 2018	June 29, 2018	0.140625	0.135417	0.13020833
		Total	**$0.421875**	**$0.406251**	**$0.39062499**

(A) We issued our Series E Term Preferred Stock on August 22, 2018.
(B) We voluntarily redeemed all outstanding shares of our Series B Term Preferred Stock and Series C Term Preferred Stock on August 31, 2018.

The federal income tax characteristics of dividends paid to our preferred stockholders generally constitute ordinary income or capital gains to the extent of our current and accumulated earnings and profits and is reported after the end of the calendar year based on tax information for the full fiscal year. Estimates of tax characterization made on a quarterly basis may not be representative of the actual tax characterization of dividends for the full year. Estimates made on a quarterly basis are updated as of each interim reporting date. If we determined the tax characterization of dividends paid to preferred stockholders in the current calendar year as of June 30, 2019, 27.2% would be from ordinary income and 72.8% would be from capital gains.

In accordance with ASC Topic 480, "*Distinguishing Liabilities from Equity*," mandatorily redeemable financial instruments should be classified as liabilities on the balance sheet. Our mandatorily redeemable preferred stock is recorded at the liquidation preference, less discounts, on our accompanying *Consolidated Statements of Assets and Liabilities* as of June 30, 2019 and March 31, 2019. The related dividend payments to preferred stockholders are treated as dividend expense on our accompanying *Consolidated Statements of Operations* on the ex-dividend date.

The following table summarizes the fair value of each of our series of mandatorily redeemable preferred stock based on the last reported closing sale price as of June 30, 2019 and March 31, 2019, each of which we consider to be a Level 1 input within the fair value hierarchy:

	Fair Value as of	
	June 30, 2019	March 31, 2019
Series D Term Preferred Stock	**$ 58,535**	$ 58,535
Series E Term Preferred Stock	**78,099**	76,395
Total	**$136,634**	$134,930

NOTE 7. REGISTRATION STATEMENT AND COMMON EQUITY OFFERINGS

Registration Statement

On June 14, 2019, we filed a registration statement on Form N-2 (File No. 333-232124), which the SEC declared effective on July 24, 2019. The registration statement permits us to issue, through one or more transactions, up to an aggregate of $300.0 million in securities, consisting of common stock, preferred stock, subscription rights, debt securities, and warrants to purchase common stock, preferred stock, or debt securities, including through concurrent, separate offerings of such securities. As of July 24, 2019, we had the ability to issue up to an additional $300.0 million in securities under the registration statement.

Common Equity Offering

In February 2018, we entered into equity distribution agreements with Cantor Fitzgerald & Co. ("Cantor"), Ladenburg Thalmann & Co., Inc., and Wedbush Securities, Inc. (each a "Sales Agent"), under which we have the ability to issue and sell shares of our common stock, from time to time, through the Sales Agents, up to an aggregate offering price of $35.0 million in what is commonly referred to as an "at-the-market" ("ATM") program. As of June 30, 2019, we had remaining capacity to sell up to an additional $31.8 million of common stock under the ATM program.

During the three months ended June 30, 2018, we sold 168,824 shares of our common stock under the ATM program with Cantor at a weighted-average gross price of $11.09 per share and raised approximately $1.9 million of gross proceeds. The weighted-average net price per share, after deducting commissions and offering costs borne by us, was $10.87 and resulted in total net proceeds of approximately $1.8 million. Certain of these sales were below our then-current estimated NAV per share during the sales period, with a discount of $0.002 per share, when comparing the sales price per share, after deducting commissions, to the then-current estimated NAV per share; however, the net dilutive effect (after commissions and offering costs borne by us) of these sales was $0.00 per common share as a result of the small number of shares sold at a slight discount to NAV per share and resulting rounding. In aggregate, the sales during the three months ended June 30, 2018 were above our then-current estimated NAV per share.

NOTE 8. NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS PER WEIGHTED-AVERAGE COMMON SHARE

The following table sets forth the computation of basic and diluted Net increase in net assets resulting from operations per weighted-average common share for the three months ended June 30, 2019 and 2018:

	Three Months Ended June 30,	
	2019	**2018**
Numerator: net increase in net assets resulting from operations	**$ 6,046**	$ 32,327
Denominator: basic and diluted weighted-average common shares	**32,822,459**	32,762,848
Basic and diluted net increase in net assets resulting from operations per weighted-average common share	**$ 0.18**	$ 0.99

NOTE 9. DISTRIBUTIONS TO COMMON STOCKHOLDERS

To qualify to be taxed as a RIC under Subchapter M of the Code, we must generally distribute to our stockholders, for each taxable year, at least 90% of our taxable ordinary income plus the excess of our net short-term capital gains over net long-term capital losses (“Investment Company Taxable Income”). The amount to be paid out as distributions to our common stockholders is determined by our Board of Directors quarterly and is based upon management’s estimate of Investment Company Taxable Income and net long-term capital gains. Based on that estimate, our Board of Directors declares monthly distributions, and supplemental distributions, as appropriate, to common stockholders each quarter and deemed distributions of long-term capital gains annually as of the end of the fiscal year, as applicable.

The U.S. federal income tax characteristics of distributions paid to our common stockholders generally are reported to stockholders on IRS Form 1099 after the end of each calendar year. 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. If we determined the tax characterization of distributions paid to common stockholders in the current calendar year as of June 30, 2019, 67.6% would be from ordinary income and 32.4% would be from capital gains.

We paid the following monthly cash distributions to our common stockholders for the three months ended June 30, 2019 and 2018:

Fiscal Year	Declaration Date	Record Date	Payment Date	Distribution per Common Share
2020	April 9, 2019	April 22, 2019	April 30, 2019	**$0.068**
	April 9, 2019	May 22, 2019	May 31, 2019	**0.068**
	April 9, 2019	June 5, 2019	June 14, 2019	**0.090(A)**
	April 9, 2019	June 19, 2019	June 28, 2019	**0.068**
			Three months ended June 30, 2019:	**$0.294**

Fiscal Year	Declaration Date	Record Date	Payment Date	Distribution per Common Share
2019	April 10, 2018	April 20, 2018	April 30, 2018	$0.067
	April 10, 2018	May 22, 2018	May 31, 2018	0.067
	April 10, 2018	June 6, 2018	June 15, 2018	0.060(A)
	April 10, 2018	June 20, 2018	June 29, 2018	0.067
			Three months ended June 30, 2018:	**$0.261**

(A) Represents a supplemental distribution to common stockholders.

Aggregate cash distributions to our common stockholders declared quarterly and paid were $9.7 million and $8.6 million for the three months ended June 30, 2019 and 2018, respectively, and were declared based on estimates of Investment Company Taxable Income and net long-term capital gains for the respective periods.

For the three months ended June 30, 2019, we recorded $0.3 million of net estimated adjustments for permanent book-tax differences to reflect tax character, which decreased Capital in excess of par value and Accumulated net realized gain in excess of distributions and increased Overdistributed net investment income on our accompanying *Consolidated Statements of Assets and Liabilities*. For the fiscal year ended March 31, 2019, Investment Company Taxable Income exceeded distributions declared and paid and, in accordance with Section 855(a) of the Code, we elected to treat $16.0 million of the first distributions paid to common stockholders in fiscal year 2019, as having been paid in the prior year. In addition, for the fiscal year ended March 31, 2019, net capital gains exceeded distributions declared and paid, and, in accordance with Section 855(a) of the Code, we elected to treat $13.2 million of the first distributions paid to common stockholders in fiscal year 2019 as having been paid in the prior year.

We may distribute our net long-term capital gains, if any, in cash or elect to retain some or all of such gains, pay taxes at the U.S. federal corporate-level income tax rate on the amount retained, and designate the retained amount as a "deemed distribution." If we elect to retain net long-term capital gains and deem them distributed, each U.S. common stockholder will be treated as if they received a distribution of their pro rata share of the retained net long-term capital gain and the U.S. federal income tax paid. As a result, each U.S. common stockholder will (i) be required to report their pro rata share of the retained gain on their tax return as long-term capital gain, (ii) receive a refundable tax credit for their pro rata share of federal tax paid by us on the retained gain, and (iii) increase the tax basis of their shares of common stock by an amount equal to the deemed distribution less the tax credit. In order to use the deemed distribution approach, we must provide written notice to our common stockholders prior to the expiration of 60 days after the close of the relevant taxable year. For the year ended March 31, 2019, we elected to retain $50.0 million, or $1.52 per common share, of long-term capital gains and to treat them as deemed distributions to common stockholders. We incurred $10.5 million, or $0.32 per common share, of federal taxes on behalf of common stockholders, which was included in Taxes on deemed distribution of long-term capital gains on our *Consolidated Statements of Operations* for the year ended March 31, 2019 and in Other Liabilities on our accompanying *Consolidated Statements of Assets and Liabilities* as of March 31, 2019.

In addition, we recorded a reserve for uncertain tax positions related to potential Virginia state tax exposure related to the deemed distribution of $3.0 million for the year ended March 31, 2019, which was included in Taxes on deemed distribution of long-term capital gains on our *Consolidated Statements of Operations* for the year ended March 31, 2019 and in Other Liabilities on our accompanying *Consolidated Statements of Assets and Liabilities* as of June 30, 2019 and March 31, 2019. We have requested clarification of the treatment of deemed distributions with respect to Virginia state taxes from the Virginia Department of Revenue. We expect to obtain such clarification during our fiscal year ending March 31, 2020.

NOTE 10. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

We are party to certain legal proceedings incidental to the normal course of our business. We are required to establish reserves for litigation matters where those matters present loss contingencies that are both probable and estimable. When loss contingencies are not both probable and estimable, we do not establish reserves. Based on current knowledge, we do not believe that loss contingencies, if any, arising from pending investigations, litigation or regulatory matters will have a material adverse effect on our financial condition, results of operation or cash flows. Additionally, based on our current knowledge, we do not believe such loss contingencies are both probable and estimable and therefore, as of June 30, 2019 and March 31, 2019, we had no established reserves for such loss contingencies.

Escrow Holdbacks

From time to time, we enter into arrangements relating to exits of certain investments whereby specific amounts of the proceeds are held in escrow to be used to satisfy potential obligations, as stipulated in the sales agreements. We record escrow amounts in Restricted cash and cash equivalents, if received in cash but subject to potential obligations or other contractual restrictions, or as escrow receivables in Other assets, net, if not yet received in cash, on our accompanying *Consolidated Statements of Assets and Liabilities*. We establish reserves and holdbacks against escrow amounts if we determine that it is probable and estimable that a portion of the escrow amounts will not ultimately be released or received at the end of the escrow period. Reserves and holdbacks against escrow amounts were $2.4 million and $1.7 million as of June 30, 2019 and March 31, 2019, respectively.

Financial Commitments and Obligations

We have lines of credit commitments to certain of our portfolio companies that have not been fully drawn. Since these line of credit commitments have expiration dates and we expect many will never be fully drawn, the total line of credit commitment amounts do not necessarily represent future cash requirements. We estimate the fair value of the unused line of credit commitments as of June 30, 2019 and March 31, 2019 to be immaterial.

We have also extended a guaranty on behalf of one of our portfolio companies. As of June 30, 2019, we have not been required to make any payments on this guaranty, or any guaranties that existed in previous periods, and we consider the credit risk to be remote and the fair value of the guaranty as of June 30, 2019 and March 31, 2019 to be immaterial.

As of June 30, 2019, the following guaranty was outstanding:

- A $1.0 million continuing guaranty of a wholesale financing facility agreement (the “Floor Plan Facility”) between DLL Finance LLC (f/k/a Agricredit Acceptance, LLC) and Country Club Enterprises, LLC (“CCE”). The Floor Plan Facility provides CCE with financing to bridge the time and cash flow gap between the order and delivery of golf carts to customers.

The following table summarizes the principal balances of unused line of credit commitments and guaranties as of June 30, 2019 and March 31, 2019, which are not reflected as liabilities in the accompanying *Consolidated Statements of Assets and Liabilities:*

	June 30, 2019	**March 31, 2019**
Unused line of credit commitments	**$ 4,025**	$ 1,259
Guaranties	**1,000**	1,000
Total	**$ 5,025**	$ 2,259

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NOTE 11. FINANCIAL HIGHLIGHTS

	Three Months Ended June 30, 2019	2018
Per Common Share Data:		
Net asset value at beginning of period(A)	**$ 12.40**	$ 10.85
Income from investment operations(B)		
Net investment income	**0.27**	—
Net realized gain on investments	**0.01**	0.43
Net unrealized (depreciation) appreciation of investments and other	**(0.10)**	0.56
Total from investment operations	**0.18**	0.99
Effect of equity capital activity(B)		
Cash distributions to common stockholders from net investment income(C)	**(0.20)**	(0.21)
Cash distributions to common stockholders from realized gains(C)	**(0.09)**	(0.05)
Net dilutive effect of equity offering(D)	—	—
Total from equity capital activity	**(0.29)**	(0.26)
Other, net(B)(E)	—	(0.01)
Net asset value at end of period(A)	**$ 12.29**	$ 11.57
Per common share market value at beginning of period	**$ 11.60**	$ 10.10
Per common share market value at end of period	**11.23**	11.77
Total investment return(F)	**(0.72)%**	19.19%
Common stock outstanding at end of period(A)	**32,822,459**	32,822,459
Statement of Assets and Liabilities Data:		
Net assets at end of period	**$ 403,506**	$ 379,808
Average net assets(G)	**407,887**	364,228
Senior Securities Data:		
Total borrowings, at cost	**$ 78,596**	$ 107,596
Mandatorily redeemable preferred stock (H)	**132,250**	139,150
Ratios/Supplemental Data:		
Ratio of net expenses to average net assets – annualized(I)	**8.29%**	16.96%
Ratio of net investment income to average net assets – annualized(J)	**8.68**	0.06

(A) Based on actual shares of common stock outstanding at the beginning or end of the corresponding period, as appropriate.

(B) Based on weighted-average basic common share data for the corresponding period.

(C) The tax character of distributions is determined based on taxable income calculated in accordance with income tax regulations, which may differ from amounts determined under GAAP. For further information on the estimated character of our distributions to common stockholders, including changes in estimates, as applicable, refer to Note 9 — *Distributions to Common Stockholders*.

(D) During the three months ended June 30, 2018, the net dilutive effect of issuing common shares was $0.00 per common share as a result of the small number of shares sold at a slight discount to NAV per share and resulting rounding.

(E) Represents the impact of the different share amounts (weighted-average basic common shares outstanding for the corresponding period and actual common shares outstanding at the end of the period) in the Per Common Share Data calculations and rounding impacts.

(F) Total return equals the change in the market value of our common stock from the beginning of the period, taking into account dividends reinvested in accordance with the terms of our dividend reinvestment plan. Total return does not take into account distributions that may be characterized as a return of capital. For further information on the estimated character of our distributions to common stockholders, including changes in estimates, as applicable, refer to Note 9 — *Distributions to Common Stockholders*.

(G) Calculated using the average balance of net assets at the end of each month of the reporting period.

(H) Represents the total liquidation preference of our mandatorily redeemable preferred stock.

(I) Ratio of net expenses to average net assets is computed using total expenses, net of anynon-contractual, unconditional, and irrevocable credits of fees from the Adviser. Had we not received any non-contractual, unconditional, and irrevocable credits of fees due to the Adviser, the ratio of expenses to average net assets — annualized would have been 11.21% and 19.93% for the three months ended June 30, 2019 and 2018, respectively.

(J) Had we not received any non-contractual, unconditional, and irrevocable credits of fees from the Adviser, the ratio of net investment income (loss) to average net assets—annualized would have been 5.77% and (2.90)% for the three months ended June 30, 2019 and 2018, respectively.

NOTE 12. UNCONSOLIDATED SIGNIFICANT SUBSIDIARIES

In accordance with the SEC's Regulation S-X, we do not consolidate portfolio company investments. Further, in accordance with ASC 946, we are precluded from consolidating any entity other than another investment company, except that ASC 946 provides for the consolidation of a controlled operating company that provides substantially all of its services to the investment company or its consolidated subsidiaries.

We had one unconsolidated subsidiary, Galaxy Tool Holding Corporation ("Galaxy"), which met at least one of the significance conditions under Rule 1-02(w) of the SEC's Regulation S-X as of or during at least one of the three month periods ended June 30, 2019 and 2018. Accordingly, summarized, comparative financial information, pursuant to Rule 10-01(b), is presented below for Galaxy, which is a designer and manufacturer of precision tools for the business jet industry and of injection and blow molds for the plastics industry.

	For the Three Months Ended June 30,	
Income Statement	**2019**	**2018**
Net sales	**$6,862**	$ 6,212
Gross profit	**1,556**	1,427
Net profit (loss)	**425**	(1,480)

NOTE 13. SUBSEQUENT EVENTS

Distributions and Dividends

In July 2019, our Board of Directors declared the following monthly and supplemental distributions to common stockholders and monthly dividends to holders of our Series D Term Preferred Stock and Series E Term Preferred Stock:

Record Date	Payment Date	Distribution per Common Share	Dividend per Share of Series D Term Preferred Stock	Dividend per Share of Series E Term Preferred Stock
July 22, 2019	July 31, 2019	$0.068	$0.13020833	$0.13281250
August 20, 2019	August 30, 2019	0.068	0.13020833	0.13281250
September 4, 2019	September 13, 2019	0.030(A)	—	—
September 17, 2019	September 30, 2019	0.068	0.13020833	0.13281250
	Total for the Quarter:	**$0.234**	**$0.39062499**	**$0.39843750**

(A) Represents a supplemental distribution to common stockholders.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

All statements contained herein, other than historical facts, may constitute "forward-looking statements." These statements may relate to, among other things, our future operating results, our business prospects and the prospects of our portfolio companies, actual and potential conflicts of interest with Gladstone Management Corporation (the "Adviser") and its affiliates, the use of borrowed money to finance our investments, the adequacy of our financing sources and working capital, and our ability to co-invest, among other factors. In some cases, you can identify forward-looking statements by terminology such as "estimate," "may," "might," "believe," "will," "provided," "anticipate," "future," "could," "growth," "plan," "project," "intend," "expect," "should," "would," "if," "seek," "possible," "potential," "likely" or the negative or variations 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: (1) 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, David Dullum, or Terry Lee Brubaker; (4) changes in our investment objectives and strategy; (5) availability, terms (including the possibility of interest rate volatility) and deployment of capital; (6) changes in our industry, interest rates, exchange rates, regulation or the general economy; (7) our business prospects and the prospects of our portfolio companies; (8) the degree and nature of our competition; (9) changes in governmental regulation, tax rates and similar matters; (10) our ability to exit investments in a timely manner; (11) our ability to maintain our qualification as a regulated investment company and as a business development company; and (12) those factors described in Item 1A. *"Risk Factors"* herein and the "Risk Factors" sections of our Annual Report on Form10-K for the fiscal year ended March 31, 2019, filed with the U.S. Securities and Exchange Commission ("SEC") on May 13, 2019 (the "Annual Report"). We caution readers not to place undue reliance on any such forward-looking statements. Actual results could differ materially from those anticipated in our forward-looking statements and future results could differ materially from historical performance. We have based forward-looking statements on information available to us on the date of this Quarterly Report on Form 10-Q (the "Quarterly Report"). Except as required by the federal securities laws, 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 Quarterly Report. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we have filed or in the future may file with the SEC, including subsequent annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. The forward-looking statements contained in this Quarterly Report are excluded from the safe harbor protection provided by the Private Securities Litigation Reform Act of 1995 and Section 27A of the Securities Act of 1933, as amended.

In this Quarterly Report, the "Company," "we," "us," and "our" refer to Gladstone Investment Corporation and its wholly-owned subsidiaries unless the context otherwise indicates. Dollar amounts, except per share amounts, are in thousands, unless otherwise indicated.

The following analysis of our financial condition and results of operations should be read in conjunction with our accompanying*Consolidated Financial Statements* and the notes thereto contained elsewhere in this Quarterly Report and in our Annual Report. Historical financial condition and results of operations and percentage relationships among any amounts in the financial statements are not necessarily indicative of financial condition or results of operations for any future periods.

OVERVIEW

General

We were incorporated under the General Corporation Law of the State of Delaware on February 18, 2005. On June 22, 2005, we completed our initial public offering and commenced operations. We operate as an externally managed, 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"). For U.S. federal income tax purposes, we have elected to be treated as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). To continue to qualify as a RIC for U.S. federal income tax purposes and obtain favorable RIC tax treatment, we must meet certain requirements, including certain minimum distribution requirements. From our initial public offering in 2005 through June 30, 2019, we made 168 consecutive monthly distributions to common stockholders.

We are externally managed by the Adviser, an affiliate of ours and an SEC registered investment adviser, pursuant to an investment advisory and management agreement (the "Advisory Agreement"). We have also entered into an administration agreement (the "Administration Agreement") with Gladstone Administration, LLC (the "Administrator"), an affiliate of ours and the Adviser. Each of the Adviser and the Administrator are privately-held companies that are indirectly owned and controlled by David Gladstone, our chairman and chief executive officer.

Additionally, Gladstone Securities, LLC ("Gladstone Securities"), a privately-held broker-dealer registered with the Financial Industry Regulatory Authority and insured by the Securities Investor Protection Corporation, which is indirectly owned and controlled by Mr. Gladstone, our chairman and chief executive officer, has provided other services, such as investment banking and due diligence services, to certain of our portfolio companies, for which Gladstone Securities receives a fee. Any such fees paid by portfolio companies to Gladstone Securities do not impact the fees we pay to the Adviser or the non-contractual, unconditional, and irrevocable credits against the base management fee. For additional information refer to Note 4 —*Related Party Transactions* in the accompanying *Notes to Consolidated Financial Statements.*

We were established for the purpose of investing in debt and equity securities of established private businesses operating in the United States ("U.S."). Our investment objectives are to: (i) achieve and grow current income by investing in debt securities of established businesses that we believe will provide stable earnings and cash flow to pay expenses, make principal and interest payments on our outstanding indebtedness, and make distributions to our stockholders that grow over time; and (ii) provide our stockholders with long-term capital appreciation in the value of our assets by investing in equity securities of established businesses, generally in combination with the aforementioned debt securities, that we believe can grow over time to permit us to sell our equity investments for capital gains. To achieve our objectives, our investment strategy is to invest in several categories of debt and equity securities, with individual investments generally totaling up to $30 million, although investment size may vary depending upon our total assets or available capital at the time of investment. We intend that our investment portfolio over time will consist of approximately 75% in debt securities and 25% in equity securities, at cost. As of June 30, 2019, our investment portfolio was made up of 73.1% in debt securities and 26.9% in equity securities, at cost.

We focus on investing in lower middle market private businesses (which we generally define as companies with annual earnings before interest, taxes, depreciation and amortization ("EBITDA") of $3 million to $20 million) ("Lower Middle Market") in the U.S. that meet certain criteria, including: the sustainability of the business' free cash flow and its ability to grow it over time, adequate assets for loan collateral, experienced management teams with a significant ownership interest in the portfolio company, reasonable capitalization of the portfolio company, including an ample equity contribution or cushion based on prevailing enterprise valuation multiples, and the potential to realize appreciation and gain liquidity in our equity position, if any. We anticipate that liquidity in our equity position will be achieved through a merger or acquisition of the portfolio company, a public offering of the portfolio company's stock, or, to a lesser extent, by exercising our right to require the portfolio company to repurchase our warrants, though there can be no assurance that we will always have these rights. We invest in portfolio companies that need funds for growth capital or to finance acquisitions or recapitalize or, to a lesser extent, refinance their existing debt facilities. We seek to avoid investing in high-risk, early-stage enterprises.

We invest by ourselves or jointly with other funds and/or management of the portfolio company, depending on the opportunity. In July 2012, the SEC granted us an exemptive order (the "Co-Investment Order") that expanded our ability toco-invest, under certain circumstances, with certain of our affiliates, including Gladstone Capital Corporation ("Gladstone Capital") and any future business development company or closed-end management investment company that is advised (or sub-advised if it controls the fund) by the Adviser, or any combination of the foregoing, subject to the conditions in the Co-Investment Order. Since 2012, we have opportunistically made several co-investments with Gladstone Capital pursuant to the Co-Investment Order. We believe the Co-Investment Order has enhanced and will continue to enhance our ability to further our investment objectives and strategies. If we are participating in an investment with one or more co-investors, whether or not an affiliate of ours, our investment is likely to be smaller than if we were investing alone.

Our shares of common stock, 6.25% Series D Cumulative Term Preferred Stock ("Series D Term Preferred Stock"), and 6.375% Series E Cumulative Term Preferred Stock ("Series E Term Preferred Stock") are traded on the Nasdaq Global Select Market under the trading symbols "GAIN," "GAINM," and "GAINL," respectively.

Business

Portfolio Activity

While the business environment remains competitive, we continue to see new investment opportunities consistent with our investment strategy of providing a combination of debt and equity in support of management and independent sponsor-led buyouts of Lower Middle Market companies in the U.S. During the three months ended June 30, 2019, we exited two portfolio companies with a combined fair value prior to their exits of $23.5 million and invested $38.8 million in one new portfolio company, resulting in a net reduction of one company in our portfolio, which was comprised of 29 companies as of June 30, 2019. From our initial public offering in June 2005 through June 30, 2019, we made investments in 50 companies, excluding investments in syndicated loans, for a total of approximately $1 billion, before giving effect to principal repayments and divestitures.

The majority of the debt securities in our portfolio have a success fee component, which enhances the yield on our debt investments. Unlike paid-in-kind ("PIK") income, we generally do not recognize success fees as income until payment has been received. Due to the contingent nature of success fees, there are no guarantees that we will be able to collect any or all of these success fees or know the timing of any such collections. As a result, as of June 30, 2019, we had unrecognized, contractual success fees of $31.7 million, or $0.97 per common share. Consistent with accounting principles generally accepted in the U.S. ("GAAP"), we generally have not recognized success fee receivables and related income in our *Consolidated Financial Statements* until earned.

From inception through June 30, 2019, we completed sales of 18 portfolio companies that we acquired under our buyout strategy (which excludes investments in syndicated loans). In the aggregate, these sales have generated $186.4 million in net realized gains and $25.5 million in other income upon exit, for a total increase to our net assets of $211.9 million. We believe, in aggregate, these transactions were equity-oriented investment successes and exemplify our investment strategy of striving to achieve returns through current income on the debt portion of our investments and capital gains from the equity portion. The 18 liquidity events have offset any realized losses since inception, which were primarily incurred during the recession in connection with the sale of performing syndicated loans at a realized loss to pay off a former lender. These successful exits, in part, enabled us to increase the monthly distribution by 70.0% from March 2011 through June 30, 2019, and allowed us to declare and pay a $0.03 per common share supplemental distribution in fiscal year 2012, a $0.05 per common share supplemental distribution in November 2013, a $0.05 per common share supplemental distribution in December 2014, a $0.06 per common share supplemental distribution in each of June 2017, December 2017, June 2018, and December 2018, and a $0.09 per common share supplemental distribution in June 2019.

Capital Raising Efforts

We have been able to meet our capital needs through extensions of and increases to the Fifth Amended and Restated Credit Agreement dated April 30, 2013, as amended (the "Credit Facility"), and by accessing the capital markets in the form of public offerings of common and preferred stock. We have successfully extended the Credit Facility's revolving period multiple times, most recently to August 2021, and currently have a total commitment amount of $200.0 million (with a potential total commitment of $300.0 million through additional commitments from new or existing lenders). During the year ended March 31, 2019, we sold 168,842 shares of our common stock under our at-the-market program for gross proceeds of approximately $1.9 million. Additionally, we issued 3.0 million shares of our Series E Term Preferred Stock for gross proceeds of $74.8 million in August 2018. Refer to *"Liquidity and Capital Resources — Revolving Line of Credit"* for further discussion of the Credit Facility, *"Liquidity and Capital Resources — Equity — Common Stock"* and *"Liquidity and Capital Resources — Equity — Term Preferred Stock"* for further discussion of our common stock and mandatorily redeemable preferred stock.

Although we have been able to access the capital markets historically, market conditions may continue to affect the trading price of our common stock and thus our ability to finance new investments through the issuance of common equity. On June 30, 2019, the closing market price of our common stock was $11.23 per share, representing an 8.6% discount to our net asset value ("NAV") of $12.29 per share as of June 30, 2019. When our common stock trades below NAV, our ability to issue additional equity is constrained by provisions of the 1940 Act, which generally prohibits the issuance and sale of our common stock at an issuance price below the then-current NAV per share without stockholder approval, other than through sales to our then-existing stockholders pursuant to a rights offering.

At our 2018 Annual Meeting of Stockholders held on August 9, 2018, our stockholders approved a proposal authorizing us to issue and sell shares of our common stock at a price below our then-current NAV per share, subject to certain limitations, including that the number of common shares issued and sold pursuant to such authority does not exceed 25.0% of our then-outstanding common stock immediately prior to each such sale, provided that our board of directors ("Board of Directors") makes certain determinations prior to any such sale. This August 2018 stockholder authorization is in effect for one year from the date of stockholder approval. We sought and obtained stockholder approval concerning similar proposals at each Annual Meeting of Stockholders since 2008, and with our Board of Directors' subsequent approval, we issued shares of our common stock in three offerings at a price below the then-current NAV per share, once in May 2017, once in March 2015, and once in October 2012. Certain sales under the at-the-market program in March and April 2018 were also below the then-current estimated NAV per share. The resulting proceeds, in part, have allowed us to (i) grow our portfolio by making new investments, (ii) generate additional income through these new investments, (iii) ensure continued compliance with regulatory tests and (iv) increase our debt capital while still complying with our applicable debt-to-equity ratios. Refer to *"Liquidity and Capital Resources — Equity — Common Stock"* for further discussion of our common stock.

Regulatory Compliance

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 asset coverage (as defined in Sections 18 and 61 of the 1940 Act, as amended), of at least 150% on each of our senior securities representing indebtedness and our senior securities that are stock (such as our two series of term preferred stock).

On April 10, 2018, our Board of Directors, including a "required majority" (as such term is defined in Section 57(o) of the 1940 Act) thereof, approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act, as amended by the Small Business Credit Availability Act. As a result, the Company's asset coverage requirements for senior securities changed from 200% to 150%, effective as of April 10, 2019, one year after the date of the Board of Directors' approval. Under the 200% asset coverage standard in effect prior to April 10, 2019, we were able to borrow debt or issue senior securities in the amount of $1.00 for every $1.00 of equity in the Company. Starting April 10, 2019, under the 150% asset coverage standard, we may borrow debt or issue senior securities in the amount of $2.00 for every $1.00 of equity in the Company. Notwithstanding the modified asset coverage requirement under the 1940 Act described above, we are separately subject to a minimum asset coverage requirement of 200% with respect to our Series D Term Preferred Stock.

As of June 30, 2019, our asset coverage ratio on our senior securities representing indebtedness was 763.7% and our asset coverage on our senior securities that are stock was 287.5%.

Investment Highlights

During the three months ended June 30, 2019, and inclusive ofnon-cash transactions, we invested $38.8 million in one new portfolio company, received $41.5 million in proceeds from repayments and sales, and extended $12.5 million of follow-on investments to existing portfolio companies through revolver draws, term loans, and preferred equity.

Investment Activity

During the three months ended June 30, 2019, the following significant transactions occurred:

- In April 2019, we sold our investment in Tread Corporation ("Tread") which resulted in a realized loss of $2.7 million. In connection with the sale, we received net cash proceeds of $4.9 million, including the repayment of our debt investment of $3.2 million at par.
- In April 2019, we sold our investment in Jackrabbit Inc. ("Jackrabbit") which resulted in dividend income of $2.1 million and a realized gain of $3.2 million. In connection with the sale, we received net cash proceeds of $19.8 million, including the repayment of our debt investment of $11.0 million at par.
- In April and May 2019, we extended a line of credit to J.R. Hobbs Co. – Atlanta, LLC with a total commitment amount of $10.0 million, which matures in October 2019.
- In May 2019, our $15.8 million debt investment in Old World Christmas, Inc. was repaid at par. In connection with the repayment, we received success fee income of $0.2 million.
- In June 2019, we invested $38.8 million in Horizon Facilities Services, Inc. ("Horizon") through a combination of secured first lien debt and preferred equity. Horizon, headquartered in Allentown, Pennsylvania, is a leading provider of outsourced services to the rental car industry.

Recent Developments

Distributions and Dividends

In July 2019, our Board of Directors declared the following monthly and supplemental distributions to common stockholders and monthly dividends to holders of our Series D Term Preferred Stock and Series E Term Preferred Stock:

Record Date	Payment Date	Distribution per Common Share	Dividend per Share of Series D Term Preferred Stock	Dividend per Share of Series E Term Preferred Stock
July 22, 2019	July 31, 2019	$0.068	$0.13020833	$0.13281250
August 20, 2019	August 30, 2019	0.068	0.13020833	0.13281250
September 4, 2019	September 13, 2019	0.030(A)	—	—
September 17, 2019	September 30, 2019	0.068	0.13020833	0.13281250
	Total for the Quarter:	**$0.234**	**$0.39062499**	**$0.39843750**

(A) Represents a supplemental distribution to common stockholders.

LIBOR Transition

In general, our investments in debt securities have a term of five years, accrue interest at variable rates (based on the one-month London Interbank Offered Rate ("LIBOR")) and, to a lesser extent, at fixed rates. LIBOR is currently anticipated to be phased out during late 2021. LIBOR is currently expected to transition to a new standard rate, the Secured Overnight Financing Rate ("SOFR"), which will incorporate certain overnight repo market data collected from multiple data sets. To attain an equivalent one month rate, we currently intend to adjust the SOFR to minimize the difference between the interest that a borrower would be paying using LIBOR versus what it will be paying using SOFR. We are currently monitoring the transition and cannot assure you whether SOFR will become a standard rate for variable rate debt. However, we expect we will need to renegotiate certain loan documents with our portfolio companies that utilize LIBOR as a factor in determining the interest rate to replace LIBOR with the new standard that is established. Assuming that SOFR replaces LIBOR and is appropriately adjusted to equate to one month LIBOR, we expect that there should be minimal impact on our operations.

RESULTS OF OPERATIONS

Comparison of the Three Months Ended June 30, 2019 to the Three Months Ended June 30, 2018

	For the Three Months Ended June 30,			
	2019	**2018**	**$ Change**	**% Change**
INVESTMENT INCOME				
Interest income	**$11,875**	$13,314	$ (1,439)	(10.8)%
Dividend, success fee, and other income	**5,435**	2,190	3,245	148.2
Total investment income	**17,310**	15,504	1,806	11.6
EXPENSES				
Base management fee	**3,171**	3,111	60	1.9
Loan servicing fee	**1,752**	1,740	12	0.7
Incentive fee	**1,569**	7,586	(6,017)	(79.3)
Administration fee	**314**	285	29	10.2
Interest and dividend expense	**3,149**	3,993	(844)	(21.1)
Amortization of deferred financing costs and discounts	**373**	367	6	1.6
Other	**1,101**	1,064	37	3.5
Expenses before credits from Adviser	**11,429**	18,146	(6,717)	(37.0)
Credits to fees from Adviser	**(2,974)**	(2,700)	(274)	10.1
Total expenses, net of credits to fees	**8,455**	15,446	(6,991)	(45.3)
NET INVESTMENT INCOME	**8,855**	58	8,797	NM
REALIZED AND UNREALIZED GAIN (LOSS)				
Net realized gain on investments	**533**	14,108	(13,575)	(96.2)
Net unrealized (depreciation) appreciation of investments	**(3,047)**	18,068	(21,115)	(116.9)
Net unrealized (appreciation) depreciation of other	**(295)**	93	(388)	NM
Net realized and unrealized (loss) gain	**(2,809)**	32,269	(35,078)	(108.7)
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	**$ 6,046**	$32,327	$(26,281)	(81.3)
BASIC AND DILUTED PER COMMON SHARE:				
Net investment income	**$ 0.27**	$ —	$ 0.27	NM
Net increase in net assets resulting from operations	**$ 0.18**	$ 0.99	$ (0.81)	(81.8)

NM = Not Meaningful

Investment Income

Total investment income increased 11.6% for the three months ended June 30, 2019, as compared to the prior year period. The increase was primarily due to an increase in dividend, success fee, and other income, partially offset by a decrease in interest income.

Interest income from our investments in debt securities decreased 10.8% for the three months ended June 30, 2019, as compared to the prior year period. Generally, the level of interest income from investments is directly related to the principal balance of our interest-bearing investment portfolio outstanding during the period multiplied by the weighted-average yield. The weighted-average principal balance of our interest-bearing investment portfolio during the three months ended June 30, 2019 was $363.8 million, compared to $409.9 million for the prior year period. This decrease was primarily due to the pay-off or restructure of $83.8 million of debt investments and $42.6 million of loans placed on non-accrual status, partially offset by the origination of $48.7 million of new debt investments and $63.0 million of follow-on debt investments to existing portfolio companies and their respective impact on the weighted-average principal balance when considering timing of new investments, pay-offs, restructures, and non-accruals, as applicable. The weighted-average yield on our interest-bearing investments, excluding cash and cash equivalents and receipts recorded as dividend, success fee, and other income, was 13.1% for the three months ended June 30, 2019, compared to 13.0% for the prior year period. The weighted-average yield may vary from period to period, based on the current stated interest rate on interest-bearing investments.

At June 30, 2019, certain of our loans to four portfolio companies, Meridian Rack & Pinion, Inc., The Mountain Corporation ("The Mountain"), PSI Molded Plastics, Inc. ("PSI Molded"), and SOG Specialty Knives & Tools, LLC ("SOG"), were on non-accrual status, with an aggregate debt cost basis of $56.4 million. At June 30, 2018, certain of our loans to three portfolio companies, B-Dry, LLC, The Mountain, and PSI Molded, were on non-accrual status, with an aggregate debt cost basis of $55.1 million.

Dividend, success fee, and other income for the three months ended June 30, 2019 increased 148.2% from the prior year period. During the three months ended June 30, 2019, dividend, success fee, and other income consisted of $5.2 million of dividend income and $0.2 million of success fee income. During the three months ended June 30, 2018, dividend, success fee, and other income consisted primarily of $2.1 million of success fee income.

As of June 30, 2019, Nth Degree, Inc. represented 10.1% of the total investment portfolio at fair value. As of March 31, 2019, no single investment represented greater than 10% of the total investment portfolio at fair value.

Expenses

Total expenses, net of any non-contractual, unconditional, and irrevocable credits from the Adviser, decreased 45.3% during the three months ended June 30, 2019, as compared to the prior year period, primarily due to a decrease in the capital gains-based incentive fee and interest expense, partially offset by an increase in the income based incentive fee.

In accordance with GAAP, we recorded a $0.5 million reversal of the capital gains-based incentive fee during the three months ended June 30, 2019, compared to a capital gains-based incentive fee of $6.5 million during the three months ended June 30, 2018. The capital gains-based incentive fee was a result of the net impact of net realized gains (losses) and net unrealized appreciation (depreciation) on investments during the respective period. Such amounts are not yet contractually due under the terms of the Advisory Agreement. The income-based incentive fee increased by $1.0 million for the three months ended June 30, 2019, as compared to the prior year period, as the increase in pre-incentive fee net investment income exceeded the increase in net assets, which drives the hurdle rate.

The base management fee, loan servicing fee, incentive fee, and their related non-contractual, unconditional, and irrevocable credits are computed quarterly, as described under *"Transactions with the Adviser"* in Note 4 — *Related Party Transactions* in the accompanying *Notes to Consolidated Financial Statements* and are summarized in the following table:

	Three Months Ended June 30,	
	2019	**2018**
Average total assets subject to base management fee(A)	**$634,200**	$622,200
Multiplied by prorated annual base management fee of 2.0%	**0.5%**	0.5%
Base management fee(B)	**3,171**	3,111
Credits to fees from Adviser – other(B)	**(1,222)**	(960)
Net base management fee	**$ 1,949**	$ 2,151
Loan servicing fee(B)	**1,752**	1,740
Credits to base management fee – loan servicing fee(B)	**(1,752)**	(1,740)
Net loan servicing fee	**$ —**	$ —
Incentive fee – income-based	**$ 2,081**	$ 1,078
Incentive fee – capital gains-based(C)	**(512)**	6,508
Total incentive fee(B)	**$ 1,569**	$ 7,586
Credits to fees from Adviser – other(B)	**—**	—
Net incentive fee	**$ 1,569**	$ 7,586

(A) Average total assets subject to the base management fee is defined in the Advisory Agreement as total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings, valued at the end of the applicable quarters within the respective periods and adjusted appropriately for any share issuances or repurchases during the periods.

(B) Reflected as a line item on our *Consolidated Statement of Operations*.

(C) The capital gains-based incentive fee is not yet contractually due under the terms of the Advisory Agreement.

Interest and dividend expense decreased 21.1% during the three months ended June 30, 2019, as compared to the prior year period, due to a lower weighted-average balance outstanding on the Credit Facility. The weighted-average balance outstanding on the Credit Facility during the three months ended June 30, 2019 was $42.7 million, as compared to $123.3 million in the prior year period. The effective interest rate on the Credit Facility, excluding the impact of deferred financing costs, during the three months ended June 30, 2019 was 9.1%, as compared to 5.4% in the prior year period. This increase in the effective interest rate on the Credit Facility was primarily a result of the unused fee on the undrawn portion of the Credit Facility. Refer to *"Liquidity and Capital Resources — Revolving Line of Credit"* for further discussion of the Credit Facility. Refer to *"Liquidity and Capital Resources — Equity — Term Preferred Stock"* for further discussion of the mandatorily redeemable preferred stock.

Realized and Unrealized Gain (Loss)

Net Realized Gain on Investments

During the three months ended June 30, 2019, we recorded net realized gains on investments of $0.5 million, primarily related to a $3.2 million realized gain from the exit of Jackrabbit, which was partially offset by a $2.7 million realized loss from the exit of Tread. During the three months ended June 30, 2018, we recorded net realized gains on investments of $14.1 million, primarily related to a $13.8 million realized gain from the exit of Drew Foam Companies, Inc ("Drew Foam").

Net Unrealized Appreciation (Depreciation) of Investments

During the three months ended June 30, 2019, we recorded net unrealized depreciation of investments of $3.0 million. The realized gains (losses) and unrealized appreciation (depreciation) across our investments for the three months ended June 30, 2019 were as follows:

	Three Months Ended June 30, 2019			
Portfolio Company	**Realized Gain (Loss)**	**Unrealized Appreciation (Depreciation)**	**Reversal of Unrealized (Appreciation) Depreciation**	**Net Gain (Loss)**
Alloy Die Casting Co.	$ —	$ 8,823	$ —	$ 8,823
Nth Degree, Inc.	—	3,435	—	3,435
Head Country, Inc.	—	1,423	—	1,423
Counsel Press, Inc.	—	1,404	—	1,404
PSI Molded Plastics, Inc.	—	1,281	—	1,281
Tread Corporation	(2,726)	—	3,380	654
SBS Industries, LLC	—	(798)	—	(798)
Old World Christmas, Inc.	—	(802)	—	(802)
Ginsey Home Solutions, Inc.	—	(837)	—	(837)
Meridian Rack & Pinion, Inc.	—	(966)	—	(966)
Jackrabbit, Inc.	3,189	—	(4,547)	(1,358)
Educators Resource, Inc.	—	(1,387)	—	(1,387)
Schylling, Inc.	—	(1,457)	—	(1,457)
Galaxy Tool Holding Corporation	—	(2,780)	—	(2,780)
J.R. Hobbs Co.—Atlanta, LLC	—	(8,292)	—	(8,292)
Other, net (<$1.0 million, net)	70	(927)	—	(857)
Total	**$ 533**	**$ (1,880)**	**$ (1,167)**	**$ (2,514)**

The primary drivers of net unrealized depreciation of $3.0 million for the three months ended June 30, 2019 were the reversal of previously recorded unrealized appreciation of our investment in Jackrabbit upon its exit and a decline in performance of certain of our other portfolio companies, which were partially offset by the reversal of previously recorded unrealized depreciation of our investment in Tread upon its exit and increased performance of certain of our portfolio companies.

During the three months ended June 30, 2018, we recorded net unrealized appreciation of investments of $18.1 million. The realized gains (losses) and unrealized appreciation (depreciation) across our investments for the three months ended June 30, 2018 were as follows:

	Three Months Ended June 30, 2018			
Portfolio Company	**Realized Gain (Loss)**	**Unrealized Appreciation (Depreciation)**	**Reversal of Unrealized (Appreciation) Depreciation**	**Net Gain (Loss)**
Cambridge Sound Management, Inc.	$ —	$ 12,554	$ —	$12,554
Nth Degree, Inc.	—	4,592	—	4,592
Brunswick Bowling Products, Inc.	—	3,935	—	3,935
Galaxy Tool Holding Corporation	—	3,238	—	3,238
Edge Adhesives Holdings, Inc.	—	2,327	—	2,327
Schylling, Inc.	—	2,080	—	2,080
Alloy Die Casting Co.	—	1,995	—	1,995
Pioneer Square Brands, Inc.	—	1,809	—	1,809
Star Seed, Inc.	—	1,650	—	1,650
Counsel Press, Inc.	—	1,396	—	1,396
Tread Corporation	—	1,215	—	1,215
Jackrabbit, Inc.	—	886	—	886
D.P.M.S., Inc.	—	816	—	816
Logo Sportswear, Inc.	—	697	—	697
Old World Christmas, Inc.	—	565	—	565
J.R. Hobbs Co.—Atlanta, LLC	—	551	—	551
Funko Acquisition Holdings, LLC	—	518	—	518
Behrens Manufacturing, LLC	322	—	—	322
Ginsey Home Solutions, Inc.	—	289	—	289
Country Club Enterprises, LLC	—	(223)	—	(223)
Diligent Delivery Systems	—	(437)	—	(437)
B-Dry, LLC	—	(837)	—	(837)
Drew Foam Companies, Inc.	13,786	—	(14,755)	(969)
Meridian Rack & Pinion, Inc.	—	(1,092)	—	(1,092)
The Mountain Corporation	—	(2,559)	—	(2,559)
PSI Molded Plastics, Inc.	—	(3,016)	—	(3,016)
Other, net (<$250 Net)	—	(126)	—	(126)
Total	**$14,108**	**$ 32,823**	**$ (14,755)**	**$32,176**

The primary drivers of net unrealized appreciation of $18.1 million for the three months ended June 30, 2018 were increased performance of certain of our portfolio companies and an increase in comparable multiples used to estimate the fair value of certain of our portfolio companies, which were partially offset by the reversal of previously recorded unrealized appreciation upon the exit of our investment in Drew Foam and a decline in performance of certain of our other portfolio companies.

Across our entire investment portfolio, we recorded $1.0 million of net unrealized appreciation on our debt positions and $4.0 million of net unrealized depreciation on our equity positions for the three months ended June 30, 2019. As of June 30, 2019, the fair value of our investment portfolio was greater than our cost basis by $31.5 million, as compared to $34.5 million as of March 31, 2019, representing net unrealized depreciation of $3.0 million for the three months ended June 30, 2019. Our entire portfolio had a fair value of 105.2% of cost as of June 30, 2019.

Net Unrealized (Appreciation) Depreciation on Other

During the three months ended June 30, 2019, we recorded net unrealized appreciation of other of $0.3 million related to the Credit Facility recorded at fair value. During the three months ended June 30, 2018, we recorded net unrealized depreciation of other of $0.1 million related to the Credit Facility recorded at fair value.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

Net cash used in operating activities for the three months ended June 30, 2019 was $10.3 million, as compared to net cash provided by operating activities of $10.7 million for the three months ended June 30, 2018. This change was primarily due to higher purchases of investments and a decrease in other liabilities partially offset by higher principal repayments on investments.

Purchases of investments were $51.2 million during the three months ended June 30, 2019, compared to $30.1 million during the three months ended June 30, 2018. Principal repayments and net proceeds from the sale of investments totaled $41.5 million during the three months ended June 30, 2019, compared to $32.1 million during the three months ended June 30, 2018.

As of June 30, 2019, we had equity investments in or loans to 29 portfolio companies with an aggregate cost basis of $599.7 million. As of June 30, 2018, we had equity investments in or loans to 33 portfolio companies with an aggregate cost basis of $596.9 million. The following table summarizes our total portfolio investment activity during the three months ended June 30, 2019 and 2018:

	Three Months Ended June 30,	
	2019	**2018**
Beginning investment portfolio, at fair value	**$624,172**	$599,147
New investments	**38,780**	29,202
Disbursements to existing portfolio companies	**12,450**	850
Unscheduled principal repayments	**(32,986)**	(14,514)
Net proceeds from sales of investments	**(8,494)**	(17,226)
Net realized gain on investments	**306**	13,786
Net unrealized (depreciation) appreciation of investments	**(1,880)**	32,823
Reversal of net unrealized depreciation (appreciation) of investments	**(1,167)**	(14,755)
Amortization of premiums, discounts, and acquisition costs, net	**5**	5
Ending investment portfolio, at fair value	**$631,186**	$629,318

The following table summarizes the contractual principal repayment and maturity of our investment portfolio by fiscal year, assuming no voluntary prepayments, as of June 30, 2019:

		Amount
For the remaining nine months ending March 31:	2020	$ 53,160
For the fiscal years ending March 31:	2021	55,846
	2022	56,571
	2023	97,489
	2024	111,618
	Thereafter	63,980
	Total contractual repayments	**$ 438,664**
	Adjustments to cost basis of debt investments	(62)
	Investments in equity securities	161,148
	Total cost basis of investments held as of June 30, 2019:	**$ 599,750**

Financing Activities

Net cash provided by financing activities for the three months ended June 30, 2019 was $10.7 million, which consisted primarily of $20.5 million of net borrowings on the Credit Facility, partially offset by $9.7 million in distributions to common stockholders.

Net cash used in financing activities for the three months ended June 30, 2018 was $11.3 million, which consisted primarily of $4.5 million of net repayments on the Credit Facility and $8.6 million in distributions to common stockholders, partially offset by $1.8 million of net proceeds from the issuance of common stock under the ATM program (as defined below).

Distributions and Dividends to Stockholders

Common Stock Distributions

To qualify to be taxed as a RIC and thus avoid corporate level federal income tax on the income we distribute to our stockholders, we are required, among other requirements, to distribute to our stockholders on an annual basis at least 90% of our taxable ordinary income plus the excess of our net short-term capital gains over net long-term capital losses ("Investment Company Taxable Income"), determined without regard to the dividends paid deduction. Additionally, the Credit Facility generally restricts the amount of distributions to stockholders that we can pay out to be no greater than the sum of certain amounts, including our net investment income, plus net capital gains, plus amounts elected by the Company to be considered as having been paid during the prior fiscal year in accordance with Section 855(a) of the Code. In accordance with these requirements, our Board of Directors declared, and we paid, monthly cash distributions of $0.068 per common share for each of the three months from April through June 2019, and a supplemental distribution of $0.09 per common share in June 2019.

For the year ended March 31, 2019, distributions to common stockholders totaled $30.5 million and were less than our taxable income for the same year, after also taking into account spillover amounts under Section 855(a) of the Code with respect to the prior year. At March 31, 2019, we elected to treat $16.0 million of the first distributions paid after fiscal year-end as having been paid in the prior fiscal year, in accordance with Section 855(a) of the Code. In addition, for the fiscal year ended March 31, 2019, net capital gains exceeded distributions declared and paid, and, in accordance with Section 855(a) of the Code, we elected to treat $13.2 million of the first distributions paid to common stockholders in fiscal year 2019 as having been paid in the prior year. In addition, for the year ended March 31, 2019, we recorded a $16.1 million adjustment for estimated book-tax differences, which decreased Capital in excess of par value and increased Accumulated net realized gain in excess of distributions and (Overdistributed) underdistributed net investment income. For the three months ended June 30, 2019, we recorded a $0.3 million adjustment for permanent book-tax differences to reflect tax character, which decreased Capital in excess of par value and Accumulated net realized gain in excess of distributions and increased Overdistributed net investment income.

Preferred Stock Dividends

Our Board of Directors declared and we paid monthly cash dividends of (i) $0.13020833 per share to holders of our Series D Term Preferred Stock for each of the three months from April through June 2019 and (ii) $0.1328125 per share to holders of our Series E Term Preferred Stock for each of the three months from April through June 2019. In accordance with GAAP, we treat these monthly dividends as an operating expense.

Dividend Reinvestment Plan

Our common stockholders who hold their shares through our transfer agent, Computershare, Inc. ("Computershare"), have the option to participate in a dividend reinvestment plan offered by Computershare, as the plan agent. This is an "opt in" dividend reinvestment plan, meaning that common stockholders may elect to have their cash distributions automatically reinvested in additional shares of our common stock. Common stockholders who do not make such election will receive their distributions in cash. Any distributions reinvested under the plan will be taxable to a common stockholder to the same extent, and with the same character, as if the common stockholder had received the distribution in cash. The common stockholder generally will have an adjusted basis in the additional common shares purchased through the plan equal to the dollar amount that would have been received if the U.S. stockholder had received the dividend or distribution in cash. The additional common shares will have a new holding period commencing on the day following the date on which the shares are credited to the common stockholder's account. Computershare purchases shares in the open market in connection with the obligations under the plan. The Computershare dividend reinvestment plan is not open to holders of our preferred stock.

Equity

Registration Statement

On June 14, 2019, we filed a registration statement on FormN-2 (File No. 333-232124), which the SEC declared effective on July 24, 2019. The registration statement permits us to issue, through one or more transactions, up to an aggregate of $300.0 million in securities, consisting of common stock, preferred stock, subscription rights, debt securities, and warrants to purchase common stock, preferred stock, or debt securities, including through concurrent, separate offerings of such securities. As of July 24, 2019, we had the ability to issue up to an additional $300.0 million in securities under the registration statement.

Common Stock

In February 2018, we entered into equity distribution agreements with Cantor Fitzgerald & Co. ("Cantor"), Ladenburg Thalmann & Co., Inc., and Wedbush Securities, Inc. (each a "Sales Agent"), under which we have the ability to issue and sell shares of our common stock, from time to time, through the Sales Agents, up to an aggregate offering price of $35.0 million in what is commonly referred to as an "at-the-market" ("ATM") program. As of June 30, 2019, we had remaining capacity to sell up to an additional $31.8 million of common stock under the ATM program.

During the three months ended June 30, 2018, we sold 168,824 shares of our common stock under the ATM program with Cantor at a weighted-average gross price of $11.09 per share and raised approximately $1.9 million of gross proceeds. The weighted-average net price per share, after deducting commissions and offering costs borne by us, was $10.87 and resulted in total net proceeds of approximately $1.8 million. Certain of these sales were below our then-current estimated NAV per share during the sales period, with a discount of $0.002 per share, when comparing the sales price per share, after deducting commissions, to the then-current estimated NAV per share; however, the net dilutive effect (after commissions and offering costs borne by us) of these sales was $0.00 per common share as a result of the small number of shares sold at a slight discount to NAV per share and resulting rounding. In aggregate, the sales during the three months ended June 30, 2018 were above our then-current estimated NAV per share.

We anticipate issuing equity securities to obtain additional capital in the future. However, we cannot determine the timing or terms of any future equity issuances or whether we will be able to issue equity on terms favorable to us, or at all. When our common stock is trading at a price below NAV per share, the 1940 Act places regulatory constraints on our ability to obtain additional capital by issuing common stock. Generally, the 1940 Act provides that we may not issue and sell our common stock at a price below our NAV per common share, other than to our then-existing common stockholders pursuant to a rights offering, without first obtaining approval from our stockholders and our independent directors and meeting other stated requirements. On June 30, 2019, the closing market price of our common stock was $11.23 per share, representing an 8.6% discount to our NAV per share of $12.29 as of June 30, 2019. At our 2019 Annual Meeting of Stockholders, scheduled to take place on August 1, 2019, our stockholders will vote on a similar proposal, which would be in effect for another year, if approved.

Term Preferred Stock

In August 2018, we completed a public offering of 2,990,000 shares of our Series E Term Preferred Stock at a public offering price of $25.00 per share. Gross proceeds totaled $74.8 million and net proceeds, after deducting underwriting discounts and offering costs borne by us, were $72.1 million. Total underwriting discounts and offering costs related to this offering were $2.7 million, which have been recorded as discounts to the liquidation value on our *Consolidated Statements of Assets and Liabilities* and are being amortized over the period ending August 31, 2025, the mandatory redemption date.

Our Series E Term Preferred Stock is not convertible into our common stock or any other security and provides for a fixed dividend equal to 6.375% per year, payable monthly (which equates to $4.8 million per year). We are required to redeem all shares of our outstanding Series E Term Preferred Stock on August 31, 2025, for cash at a redemption price equal to $25.00 per share, plus an amount equal to accumulated but unpaid dividends, if any, to, but excluding, the date of redemption. In addition, two other potential mandatory redemption triggers are as follows: (1) upon the occurrence of certain events that would constitute a change in control of us, we would be required to redeem all of our outstanding Series E Term Preferred Stock, and (2) if we fail to maintain asset coverage as required by Sections 18 and 61 of the 1940 Act (which is currently 150%) and are unable to correct such failure within a specific amount of time, we are required to redeem a portion of our outstanding Series E Term Preferred Stock or otherwise cure the asset coverage redemption trigger (we may also redeem additional securities to cause asset coverage to be up to 200%). We may also voluntarily redeem all or a portion of our Series E Term Preferred Stock at our sole option at the redemption price at any time on or after August 31, 2020.

In August 2018, we used the proceeds from the issuance of our Series E Term Preferred Stock, along with borrowings under the Credit Facility, to voluntarily redeem all outstanding shares of our Series B Term Preferred Stock and our Series C Term Preferred Stock, each of which had a liquidation preference of $25.00 per share. In connection with the voluntary redemption of our Series B Term Preferred Stock and Series C Term Preferred Stock, we incurred a loss on extinguishment of debt of $1.7 million, which was recorded in Realized loss on other in our *Consolidated Statements of Operations* and which was primarily comprised of unamortized deferred issuance costs at the time of redemption.

In September 2016, we completed a public offering of 2,300,000 shares of our Series D Term Preferred Stock at a public offering price of $25.00 per share. Gross proceeds totaled $57.5 million and net proceeds, after deducting underwriting discounts and offering costs borne by us, were $55.4 million. Total underwriting discounts and offering costs related to this offering were $2.1 million, which have been recorded as discounts to the liquidation value on our *Consolidated Statements of Assets and Liabilities* and are being amortized over the period ending September 30, 2023, the mandatory redemption date.

Our Series D Term Preferred Stock is not convertible into our common stock or any other security. Our Series D Term Preferred Stock provides for a fixed dividend equal to 6.25% per year, payable monthly (which equates to $3.6 million per year). We are required to redeem all shares of our outstanding Series D Term Preferred Stock on September 30, 2023, for cash at a redemption price equal to $25.00 per share, plus an amount equal to accumulated but unpaid dividends, if any, to, but excluding, the date of redemption. In addition, two other potential mandatory redemption triggers are as follows: (1) upon the occurrence of certain events that would constitute a change in control of us, we would be required to redeem all of our outstanding Series D Term Preferred Stock, and (2) if we fail to maintain asset coverage of at least 200% and are unable to correct such failure within a specific amount of time, we are required to redeem a portion of our outstanding Series D Term Preferred Stock or otherwise cure the asset coverage redemption trigger (and we may also redeem additional securities to cause the asset coverage to be 240%). We may also voluntarily redeem all or a portion of our Series D Term Preferred Stock at our sole option at the redemption price at any time on or after September 30, 2018.

Each series of our mandatorily redeemable preferred stock has a preference over our common stock with respect to dividends, whereby no distributions are payable on our common stock unless the stated dividends, including any accrued and unpaid dividends, on the mandatorily redeemable preferred stock have been paid in full. The Series D Term Preferred Stock and Series E Term Preferred Stock are considered liabilities in accordance with GAAP and, as such, affect our asset coverage, exposing us to additional leverage risks. The asset coverage on our senior securities that are stock (our Series D Term Preferred Stock and Series E Term Preferred Stock) as of June 30, 2019 was 287.5%, calculated pursuant to Sections 18 and 61 of the 1940 Act.

Revolving Line of Credit

On August 22, 2018, we, through our wholly-owned subsidiary, Business Investment, entered into Amendment No. 4 to the Fifth Amended and Restated Credit Agreement, originally entered into on April 30, 2013 and as previously amended, with KeyBank National Association ("KeyBank") as administrative agent, lead arranger, managing agent and lender, the Adviser, as servicer, and certain other lenders party thereto. The revolving period was extended to August 22, 2021, and if not renewed or extended by such date, all principal and interest will be due and payable on August 22, 2023 (two years after the revolving period end date). As of June 30, 2019, the Credit Facility provided two one-year extension options that may be exercised on or before the first and second anniversary of the August 22, 2018 amendment date, subject to approval by all lenders. Additionally, the Credit Facility commitment amount was increased from $165.0 million to $200.0 million and, subject to certain terms and conditions, can be expanded to a total facility amount of $300.0 million through additional commitments from existing or new lenders.

Advances under the Credit Facility generally bear interest at30-day LIBOR plus 2.85% per annum until August 21, 2021, with the margin then increasing to 3.10% for the period from August 22, 2021 to August 21, 2022, and increasing further to 3.35% thereafter. The Credit Facility has an unused commitment fee on the daily unused commitment amount of 0.50% per annum if the average unused commitment amount for the period is less than or equal to 50% of the total commitment amount, 0.75% per annum if the average unused commitment amount for the period is greater than 50% but less than or equal to 65% of the total commitment amount, and 1.00% per annum if the average unused commitment amount for the period is greater than 65% of the total commitment amount. We incurred fees of approximately $1.6 million in connection with this amendment.

Interest is payable monthly during the term of the Credit Facility. Available borrowings are subject to various constraints and applicable advance rates, which are generally based on the size, characteristics, and quality of the collateral pledged by Business Investment. The Credit Facility also requires that any interest and principal payments on pledged loans be remitted directly by the borrower into a lockbox account with KeyBank. KeyBank is also the trustee of the account and generally remits the collected funds to us once a month.

Among other things, the Credit Facility contains covenants that require Business Investment to maintain its status as a separate legal entity, prohibit certain significant corporate transactions (such as mergers, consolidations, liquidations or dissolutions) and restrict certain material changes to our credit and collection policies without the lenders' consent. The Credit Facility also generally seeks to restrict distributions to stockholders to the sum of (i) our net investment income, (ii) net capital gains, and (iii) amounts deemed by the Company to be considered as having been paid during the prior fiscal year in accordance with Section 855(a) of the Code. Loans eligible to be pledged as collateral are subject to certain limitations, including, among other things, restrictions on geographic concentrations, industry concentrations, loan size, payment frequency and status, average life, portfolio company leverage, and lien property. The Credit Facility also requires Business Investment to comply with other financial and operational covenants, which obligate Business Investment to, among other things, maintain certain financial ratios, including asset and interest coverage and a minimum number of obligors required in the borrowing base. Additionally, the Credit Facility contains a performance guaranty that requires the Company to maintain (i) a minimum net worth (defined in the Credit Facility to include our mandatory redeemable term preferred stock) of the greater of $210.0 million or $210.0 million plus 50% of all equity and subordinated debt raised minus 50% of any equity or subordinated debt redeemed or retired after November 16, 2016, which equated to $218.7 million as of June 30, 2019, (ii) asset coverage with respect to senior securities representing indebtedness of at least 150% (or such percentage as may be set forth in Section 18 of the 1940 Act, as modified by Section 61 of the 1940 Act), and (iii) our status as a BDC under the 1940 Act and as a RIC under the Code. As of June 30, 2019, and as defined in the performance guaranty of the Credit Facility, we had a net worth of $530.6 million, asset coverage on our senior securities representing indebtedness of 763.7%, calculated in accordance with the requirements of Sections 18 and 61 of the 1940 Act, and an active status as a BDC and RIC. As of June 30, 2019, we had availability, after adjustments for various constraints based on collateral quality, of $120.5 million under the Credit Facility and were in compliance with all covenants under the Credit Facility.

OFF-BALANCE SHEET ARRANGEMENTS

Unlike PIK income, we generally do not recognize success fees as income until payment has been received. Due to the contingent nature of success fees, there are no guarantees that we will be able to collect any or all of these success fees or know the timing of any such collections. As a result, as of June 30, 2019 and March 31, 2019, we had unrecognized, contractual off-balance sheet success fee receivables of $31.7 million and $30.1 million (or approximately $0.97 and $0.92 per common share), respectively, on our debt investments. Consistent with GAAP, we have not recognized success fee receivables and related income in our *Consolidated Financial Statements* until earned.

CONTRACTUAL OBLIGATIONS

We have line of credit commitments to certain of our portfolio companies that have not been fully drawn. Since these line of credit commitments have expiration dates and we expect many will never be fully drawn, the total line of credit commitment amounts do not necessarily represent future cash requirements. We estimate the fair value of the combined unused line of credit commitments as of June 30, 2019 to be immaterial.

As of June 30, 2019, we have also extended a guaranty on behalf of one of our portfolio companies, Country Club Enterprises, LLC (“CCE”), whereby we have guaranteed $1.0 million of obligations of CCE. As of June 30, 2019, we have not been required to make payments on this or any previous guaranties, and we consider the credit risks to be remote and the fair value of this guaranty to be immaterial.

The following table shows our contractual obligations as of June 30, 2019, at cost:

	Payments Due by Period				
Contractual Obligations(A)	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Credit Facility(B)	$ 73,500	$ —	$ —	$ 73,500	$ —
Mandatorily redeemable preferred stock	132,250	—	—	57,500	74,750
Secured borrowing	5,096	—	5,096	—	—
Interest payments on obligations(C)	66,749	13,929	27,290	19,970	5,560
Total	**$277,595**	**$ 13,929**	**$32,386**	**$150,970**	**$ 80,310**

(A) Excludes unused line of credit commitments and guaranties to our portfolio companies in the aggregate principal amount of $5.0 million.

(B) Principal balance of borrowings outstanding under the Credit Facility, based on the maturity date following the current contractual revolving period end date.

(C) Includes interest payments due on the Credit Facility and secured borrowing and dividend obligations on each series of our mandatorily redeemable preferred stock. The amount of interest payments calculated for purposes of this table was based upon rates and outstanding balances as of June 30, 2019. Dividend obligations on our mandatorily redeemable preferred stock assume quarterly declarations and monthly dividend payments through the date of mandatory redemption of each series.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported consolidated amounts of assets and liabilities, including 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 under different assumptions or conditions. We have identified our investment valuation policy (which has been approved by our Board of Directors) as our most critical accounting policy, which is described in Note 2 — *Summary of Significant Accounting Policies* in the *Notes to Consolidated Financial Statements* included elsewhere in this Quarterly Report. Additionally, refer to Note 3 — *Investments* in the *Notes to Consolidated Financial Statements* included elsewhere in this Quarterly Report for additional information regarding fair value measurements and our application of Financial Accounting Standards Board Accounting Standards Codification Topic 820, "*Fair Value Measurements and Disclosures.*" We have also identified our revenue recognition policy as a critical accounting policy, which is described in Note 2 — *Summary of Significant Accounting Policies* in the *Notes to Consolidated Financial Statements* included elsewhere in this Quarterly Report.

Investment Valuation

Credit Monitoring and Risk Rating

The 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 and, in some instances, are used as inputs in our valuation techniques. Generally, we, through the Adviser, participate in periodic board meetings of our portfolio companies in which we hold board seats and also require them to provide annual audited and monthly unaudited financial statements. Using these statements or comparable information and board discussions, the Adviser calculates and evaluates certain credit statistics.

The Adviser risk rates all of our investments in debt securities. The Adviser does not risk rate equity securities. For loans that have been rated by an SEC-registered Nationally Recognized Statistical Rating Organization ("NRSRO"), the Adviser generally uses the average of two corporate level NRSRO's risk ratings for such security. For all other debt securities, the Adviser uses a proprietary risk rating system. While the Adviser seeks to mirror the NRSRO systems, we cannot provide any assurance that the Adviser's risk rating system will provide the same risk rating as an NRSRO for these securities. The Adviser's risk rating system is used to estimate the probability of default on debt securities and the expected loss, if there is a default. The Adviser's risk rating system uses a scale of 0 to >10, with >10 being the lowest probability of default. It is the Adviser's understanding that most debt securities of Lower Middle Market companies do not exceed the grade of BBB on an NRSRO scale, so there would be no debt securities in the Lower Middle Market that would meet the definition of AAA, AA or A. Therefore, the Adviser's 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 the Adviser's scale is equal to a BBB or Baa2 on an NRSRO scale. The Adviser's risk rating system covers both qualitative and quantitative aspects of the business and the securities we hold.

The following table reflects risk ratings for all loans in our portfolio as of June 30, 2019 and March 31, 2019:

Rating	June 30, 2019	March 31, 2019
Highest	**9.0**	9.0
Average	**6.8**	6.7
Weighted-Average	**7.0**	7.2
Lowest	**3.0**	1.0

Tax Status

We intend to continue to maintain our qualification as a RIC under Subchapter M of the Code for federal income tax purposes. As a RIC, we generally are not subject to federal income tax on the portion of our taxable income and gains distributed to our stockholders. To maintain our qualification as a RIC, we must maintain our status as a BDC and meet certain source-of-income and asset diversification requirements. In addition, in order to qualify to be taxed as a RIC, we must distribute to stockholders at least 90% of our Investment Company Taxable Income, determined without regard to the dividends paid deduction. Our policy generally is to make distributions to our stockholders in an amount up to 100% of Investment Company Taxable Income. We may retain some or all of our net long-term capital gains, if any, and designate them as deemed distributions, or distribute such gains to stockholders in cash.

In an effort to limit federal excise taxes, we have to distribute to stockholders, during each calendar year, an amount close to the sum of: (1) 98% of our ordinary income for the calendar year, (2) 98.2% of our net capital gains (both long-term and short-term), if any, for the one-year period ending on October 31 of the calendar year, and (3) any income realized, but not distributed, in the preceding period (to the extent that income tax was not imposed on such amounts), less certain reductions, as applicable. Under the RIC Modernization Act, we are permitted to carryforward any capital losses that we may incur for an unlimited period, and such capital loss carryforwards will retain their character as either short-term or long-term capital losses. Our capital loss carryforward balance was $0 as of both June 30, 2019 and March 31, 2019.

Recent Accounting Pronouncements

Refer to Note 2 — *Summary of Significant Accounting Policies* in the accompanying *Notes to Consolidated Financial Statements* included elsewhere in this Quarterly Report for a description of recent accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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 prices of securities held by us may decline in response to certain events, including those directly involving the companies whose securities are owned by us; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and interest rate fluctuations.

The primary risk we believe we are exposed to is interest rate risk. Because we borrow money to make investments, our net investment income is dependent upon the difference between the rates at which we borrow funds, such as under the Credit Facility (which is variable) and our mandatorily redeemable preferred stock (which are fixed), and the rates at which we invest those funds. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. We use a combination of debt and equity capital to finance our investing activities. We may use interest rate risk management techniques to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.

We target to have approximately 10% of the loans in our portfolio at fixed rates, with approximately 90% at variable rates or variables rates with a floor mechanism. As of June 30, 2019, all of our variable-rate loans have rates associated with the current 30-day LIBOR rate and our total debt investment portfolio consisted of the following breakdown based on the principal balance:

97.4%	Variable rates with a floor
2.6	Fixed rates
100.0%	**Total**

There have been no material changes in the quantitative and qualitative market risk disclosures during the three months ended June 30, 2019 from that disclosed in our Annual Report.

ITEM 4. CONTROLS AND PROCEDURES.

a) Evaluation of Disclosure Controls and Procedures

As of June 30, 2019 (the end of the period covered by this report), we, including our chief executive officer and acting principal financial officer, evaluated the effectiveness, design and operation of our disclosure controls and procedures. Based on that evaluation, our management, including the chief executive officer and acting principal financial officer, concluded that our disclosure controls and procedures were effective at a reasonable assurance level in timely alerting management, including the chief executive officer and acting principal 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) Changes in Internal Control over Financial Reporting

There were no changes in internal controls for the three months ended June 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, we may become involved in various investigations, claims and legal proceedings that arise in the ordinary course of our business. Furthermore, third parties may try to seek to impose liability on us in connection with the activities of our portfolio companies. While we do not expect that the resolution of these matters, if they arise, would materially affect our business, financial condition, results of operations or cash flows, resolution will be subject to various uncertainties and could result in the expenditure of significant financial and managerial resources. Further, we are not named as a party to any proceeding that involves a claim for damages that exceeds 10% of our consolidated current assets.

ITEM 1A. RISK FACTORS.

Our business is subject to certain risks and events that, if they occur, could adversely affect our financial condition and results of operations and the trading price of our securities. For a discussion of these risks, please refer to the section captioned "Item 1A. Risk Factors" in Part I of our Annual Report on Form 10-K for the fiscal year ended March 31, 2019, as filed with the SEC on May 13, 2019. The risks described in our Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Not applicable.

ITEM 6. EXHIBITS

See the exhibit index.

EXHIBIT INDEX

Exhibit	Description
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.
3.1.a	Certificate of Designation of 6.25% Series D Cumulative Term Preferred Stock Due 2023, incorporated by reference to Exhibit 3.5 to the Registration Statement on Form 8-A (File No. 001-34007), filed September 22, 2016.
3.1.b	Certificate of Designation of 6.375% Series E Cumulative Term Preferred Stock Due 2025, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 814-00704), filed August 16, 2018.
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 the Registrant, incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K (File No. 814-00704) filed July 10, 2007.
4.1	Specimen Stock Certificate, incorporated by reference to Exhibit d to Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-123699), filed June 21, 2005.
4.2	Specimen 6.25% Series D Cumulative Term Preferred Stock Due 2023 Stock Certificate, incorporated by reference to Exhibit 4.5 to the Registration Statement on Form 8-A (File No. 001-34007), filed September 22, 2016.
4.3	Specimen 6.375% Series E Cumulative Term Preferred Stock Due 2025 Stock Certificate incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 814-00704), filed August 16, 2018.
31.1*	Certification of Chief Executive Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002.
31.2*	Certification of Acting Principal 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 Acting Principal Financial Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.

* Filed herewith
† Furnished herewith

All other exhibits for which provision is made in the applicable regulations of the Securities and Exchange Commission are not required under the related instruction or are inapplicable and therefore have been omitted.

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 thereunto duly authorized.

GLADSTONE INVESTMENT CORPORATION

By: /s/ Nicole Schaltenbrand
Nicole Schaltenbrand
Acting Principal Financial Officer
(principal financial and accounting officer)

Date: July 31, 2019

CERTIFICATION
Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002

I, David Gladstone, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Gladstone Investment Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange ActRules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2019

/s/ David Gladstone
David Gladstone
Chief Executive Officer and
Chairman of the Board of Directors

Exhibit 31.2

CERTIFICATION
Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002

I, Nicole Schaltenbrand, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Gladstone Investment Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange ActRules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2019

/s/ Nicole Schaltenbrand
Nicole Schaltenbrand
Acting Principal Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, the Chief Executive Officer and Chairman of the Board of Gladstone Investment Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. §1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 ("Form 10-Q"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 31, 2019

/s/ David Gladstone
David Gladstone
Chief Executive Officer and
Chairman of the Board of Directors

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Acting Principal Financial Officer of Gladstone Investment Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. §1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 ("Form 10-Q"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 31, 2019

/s/ Nicole Schaltenbrand
Nicole Schaltenbrand
Acting Principal Financial Officer