

GLADSTONE INVESTMENT CORPORATION\DE
Form 15-12G
April 25, 2008

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **001-34007**

GLADSTONE INVESTMENT CORPORATION

(Exact name of registrant as specified in its charter)

1521 Westbranch Drive, Suite 200, McLean, Virginia 22102

Telephone: (703) 287-5800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Rights to purchase Common Stock, par value \$0.001 per share

(Title of each class of securities covered by this Form)

Common Stock, par value \$0.001 per share

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

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| | | | |
|----------------------|---|----------------------|---|
| Rule 12g-4(a)(1)(i) | x | Rule 12h-3(b)(1)(i) | o |
| Rule 12g-4(a)(1)(ii) | o | Rule 12h-3(b)(1)(ii) | o |
| Rule 12g-4(a)(2)(i) | o | Rule 12h-3(b)(2)(i) | o |
| Rule 12g-4(a)(2)(ii) | o | Rule 12h-3(b)(2)(ii) | o |
| | | Rule 15d-6 | o |

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, *Gladstone Investment Corporation* has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: **April 23, 2008**

By: */s/ Mark Perrigo*
Name: Mark Perrigo

Title: Chief Financial Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.
