

GLADSTONE INVESTMENT CORPORATION\DE  
Form DEFA14A  
July 18, 2011

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

**SCHEDULE 14A INFORMATION**  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**GLADSTONE INVESTMENT CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
-

On Friday, July 15, 2011, Gladstone Investment Corporation (the Company) mailed a letter to certain shareholders of record as of June 6, 2011 (Record Date Shareholders) in connection with its 2011 Annual Meeting, urging Record Date Shareholders to cast their votes on the proposals described in the Company's Definitive Proxy Statement, which was filed on June 17, 2011. The text of the letter is attached below.

July 15, 2011

Dear Fellow Shareholder:

We are writing to remind you that the Annual Meeting of Shareholders of Gladstone Investment Corporation (the Company) is scheduled for Thursday, August 4, 2011 at 11:00 a.m., local time, at the Sheraton Premiere at Tysons Corner, 8661 Leesburg Pike, Vienna, Virginia 22182.

Our records indicate that as of June 6, 2011 the (Record Date for the Meeting), you held shares of Gladstone Investment Corporation and, therefore, you are entitled to vote on the matters set forth on the proxy card. Our records indicate that we have not yet received your vote.

**REMEMBER: Your vote is important, no matter how large or small your holdings may be. Please take a moment to vote your shares.**

Voting promptly will help reduce solicitation costs and will eliminate your receiving follow-up phone calls or mailings. Your vote can be cast quickly and easily by signing, dating and mailing in the proxy card accompanying your Proxy Statement; by calling 1-800-690-6903 to vote over the telephone, toll free; or by voting on the internet at [www.proxyvote.com](http://www.proxyvote.com). Please note that voting by phone or internet will require that you have your proxy control number available. This number is printed on the proxy card accompanying this letter. Stockholders with questions on how to vote are strongly encouraged to contact the Company's proxy solicitor, Georgeson Inc., (Georgeson) at 1-800-790-6795, or the Company at 1-866-366-5745.

Stockholders also may vote by attending the Annual Meeting in person on August 4, 2011 at 11:00 am at the Sheraton Premiere at Tysons Corner, 8661 Leesburg Pike, Vienna, VA. If you are unable to attend, please vote your shares of stock using one of the methods described above.

In particular, the Board of Directors encourages you to vote your shares in favor of all of the proposals described in the proxy statement and set forth on the proxy card. An informational call was held on June 29, 2011 regarding these proposals. If you were unable to listen to the call, you can access the replay by calling (877) 344-7529 and using conference code 450883. The webcast replay of the conference call will be available online through Thursday, August 4, 2011 at [www.gladstoneinvestment.com](http://www.gladstoneinvestment.com). The script for the call was also filed on July 8, 2011 with the U.S. Securities and Exchange Commission, and is available at the Company's website, [www.gladstoneinvestment.com](http://www.gladstoneinvestment.com), or the SEC's website at [www.sec.gov](http://www.sec.gov).

If we have not received your proxy as the date of the Annual Meeting approaches, you may receive a call asking you to exercise your right to vote. Georgeson has been retained by the Company to make follow-up phone calls to help secure the remaining votes needed for the Meeting.

Thank you in advance for your participation and your consideration in this extremely important matter.

Sincerely,

/s/ David Gladstone  
David Gladstone  
Chairman and Chief Executive Officer