

GLADSTONE INVESTMENT CORPORATION\DE
Form DEFA14A
July 19, 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.
-

Two Leading Independent Proxy Advisory Firms Recommend For Vote on NAV Proposal for Gladstone Investment Corporation's 2011 Annual Meeting of Stockholders

McLean, VA, July 18, 2011 Gladstone Investment Corporation (Nasdaq: GAIN) (the Company) announced today that the industry's two leading independent proxy advisory firms ISS Corporate Services, Inc. (ISS), a wholly-owned subsidiary of Institutional Shareholder Services Inc., and Glass Lewis & Co. (Glass Lewis) each recently issued a report recommending that stockholders of the Company vote For the proposal included in the proxy statement for the Company's 2011 Annual Meeting of Stockholders (the Annual Meeting), which would allow the Company to issue and sell shares of its common stock below its then current net asset value per share (NAV), subject to certain limitations described in the proxy statement.

The Annual Meeting is scheduled for Thursday, August 4, 2011 at 11:00 a.m. local time at the Sheraton Premiere Tysons Corner, located at 8661 Leesburg Pike, Vienna, Virginia.

ISS stated in its report:

The proposal grants significant discretion to management to offer securities at below NAV either publicly or privately with limits on the amount of shares to be offered. The sale of shares at a price below NAV will initially dilute outstanding shares. However, approval of this proposal may allow the board to invest in attractive opportunities as they arise, and may give the company flexibility to forestall the potential forced sale of assets at unfavorable prices. While shareholders may be concerned that the sale of shares at a price below NAV will initially dilute outstanding shares, certain safeguards are in place, including that shareholder approval of the proposal would only be valid for one year, and that any sale of shares at a price below NAV must be approved by a majority of the company's disinterested directors. *

The Company reminds stockholders that their vote is important and urges all stockholders to take a moment to vote their shares. Stockholders with questions related to the Annual Meeting or the voting of their shares, or who need to request additional proxy materials, are strongly encouraged to contact the Company's proxy solicitor, Georgeson Inc. at (800) 932-9864 or the Company at (866) 366-5745.

The Company also conducted an informational call with stockholders on June 29, 2011 regarding all proposals delineated in the proxy statement. Stockholders who were unable to listen to the call at that time may access a recording of the call by calling (877) 344-7529 and using conference code 450883. The webcast replay of the conference call will also be available online, through the date of the Annual Meeting, at www.GladstoneInvestment.com.

Important Information

On June 17, 2011, the Company filed a definitive proxy statement with the Securities and Exchange Commission (SEC) in connection with the Annual Meeting. The Company's stockholders are strongly advised to read the definitive proxy statement carefully before making any voting or investment decision because the definitive proxy statement contains important information. The Company's proxy statement and any other materials filed by the Company with the SEC can be obtained free of charge at the SEC's website at <http://www.sec.gov> or from the Company at <http://www.gladstoneinvestment.com>.

* Permission to use quote neither sought nor obtained from ISS.

Gladstone Investment Corporation is a publicly traded business development company that seeks to make debt and equity investments in small and mid-sized businesses in the United States in connection with acquisitions, changes in control and recapitalizations. Information on the business activities of all the Gladstone funds can be found at www.gladstonecompanies.com.

For Investor Relations inquiries related to any of the monthly dividend paying Gladstone funds, please visit www.gladstone.com.

Source: Gladstone Investment Corporation, +1-703-287-5893

s New Roman" SIZE="2">Dimensional Fund Advisors LP (b)

Address of Principal Business Office, or if none, Residence

Building One

6300 Bee Cave Road

Austin, Texas, 78746

(c)

Citizenship

Delaware Limited Partnership

(d)

Title of Class of Securities

Common Stock

(e)

CUSIP Number

55345K103

Item 3. If this statement is filed pursuant to Sec. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o); (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); (e) x An investment adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E); (f) " An employee benefit plan or endowment fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F); (g) " A parent holding company or control person in accordance with Sec. 240.13d-1(b)(1)(ii)(G); (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); (j) " A non-U.S. institution in accordance with Sec. 240.13d-1(b)(1)(ii)(J); (k) " Group, in accordance

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with Sec. 240.13d-1(b)(1)(ii)(J).Item 4. Ownership.Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. (a)

Amount beneficially owned:

4032944 **see Note 1**

(b)

Percent of class:

4.27%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

3837835 **see Note 1**

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

4032944 **see Note 1**

(iv) Shared power to dispose or to direct the disposition of:

0

**** Note 1 **** Dimensional Fund Advisors LP, an investment adviser registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, trusts and accounts, collectively referred to as the Funds). In certain cases, subsidiaries of Dimensional Fund Advisors LP may act as an adviser or sub-adviser to certain Funds. In its role as investment adviser, sub-adviser and/or manager, Dimensional Fund Advisors LP or its subsidiaries (collectively,

Dimensional) may possess voting and/or investment power over the securities of the Issuer that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The Funds described in Note 1 above have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the securities held in their respective accounts. To the knowledge of Dimensional, the interest of any one such Fund does not exceed 5% of the class of securities. Dimensional Fund Advisors LP disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Sec. 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS LP

February 9, 2018

Date

By: Dimensional Holdings Inc., General Partner

/s/ Christopher Crossan

Signature

Global Chief Compliance Officer

Title