

APOLLO INVESTMENT CORP  
Form 8-K  
August 05, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 2, 2011

**APOLLO INVESTMENT CORPORATION**

(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**814-00646**  
Commission

File Number

**52-2439556**  
(IRS Employer

Identification Number)

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9 West 57<sup>th</sup> Street, New York, NY 10019

(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (212) 515-3450

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On August 2, 2011, Apollo Investment Corporation (the Company ) held its annual meeting of stockholders (the Annual Meeting ). At the Annual Meeting, the Company's stockholders approved three proposals. The proposals are described in detail in the Company's definitive proxy statement for the Annual Meeting as filed with the Securities and Exchange Commission on June 21, 2011. As of June 8, 2011, the record date, 195,914,060 shares of common stock were eligible to vote.

**Proposal 1:** The Company's stockholders elected three Class I directors of the Company, who will each serve for a term of three years, or until his or her successor is duly elected and qualified, as follows:

| Name of Director | FOR         | WITHHELD  | Broker Non-Vote |
|------------------|-------------|-----------|-----------------|
| Frank C. Puelo   | 122,689,495 | 5,450,979 | 30,466,392      |
| Carl Spielvogel  | 122,487,420 | 5,653,054 | 30,466,392      |
| Jeanette Loeb    | 122,563,397 | 5,577,077 | 30,466,392      |

**Proposal 2:** The Company's stockholders ratified the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm of the Company for fiscal year ending March 31, 2012 as follows:

| FOR         | AGAINST   | ABSTAIN | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 156,530,018 | 1,153,200 | 923,648 | 0               |

**Proposal 3:** The Company's stockholders approved a proposal to authorize flexibility for the Company, with the approval of its Board of Directors, to sell shares of its common stock (during the next 12 months) at a price below the Company's then current net asset value per share, subject to certain limitations (including that the cumulative number of shares sold pursuant to such authority does not exceed 25% of its then outstanding common stock immediately prior to each such sale). The proposal was approved pursuant to the voting results set forth below:

| FOR         | AGAINST    | ABSTAIN   | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 114,286,898 | 12,822,975 | 1,030,601 | 30,466,392      |

The vote on the above proposal, adjusted for 14,297,340 shares held by affiliated persons of the Company was as follows:

| FOR        | AGAINST    | ABSTAIN   | Broker Non-Vote |
|------------|------------|-----------|-----------------|
| 99,989,558 | 12,822,975 | 1,030,601 | 30,466,392      |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 5, 2011

APOLLO INVESTMENT CORPORATION

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Secretary

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