

APOLLO INVESTMENT CORP  
 Form 4/A  
 August 04, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEIN ELLIOT JR**

2. Issuer Name and Ticker or Trading Symbol  
**APOLLO INVESTMENT CORP [AINV]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/22/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O APOLLO INVESTMENT CORPORATION, 9 WEST 57TH STREET**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**07/28/2011**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**NEW YORK, NY 10019**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$0.001 per share	07/22/2011		S	700 D \$ 10.037	4,000	I	By George Szttybel and Brita Szttybel JTRWOS, managed by Elliot Stein and Pamela Stein
					4,600	I	

Common Stock, par value \$0.001 per share								Elliot Stein Jr. Defined Benefit Plan
Common Stock, par value \$0.001 per share				6,065		I		Elliot H. Stein Irrevocable Trust FBO Elliot H. Stein Jr. U/A DTD 4/18/85
Common Stock, par value \$0.001 per share				2,600		I		By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

STEIN ELLIOT JR  
C/O APOLLO INVESTMENT CORPORATION  
9 WEST 57TH STREET  
NEW YORK, NY 10019

## Signatures

By: /s/ Elliot  
Stein, Jr.

08/03/2011

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

### Remarks:

In the Form 4 for the reporting person filed on July 28, 2011, the 700 shares of AINV sold by the George Szybel and Brita Sz managed by Elliot Stein and Pamela Stein (the "Trust") were inadvertently aggregated with the number of shares held by the Elliot Stein Jr. Defined Benefit Plan (the "Plan"). This amendment is being filed to restate the number of shares of AINV sold by the Trust on July 28, 2011 and the number of shares of AINV held by the Plan as of the same date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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