

GLADSTONE INVESTMENT CORPORATION\DE  
 Form 4  
 August 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**BRUBAKER TERRY LEE**

2. Issuer Name and Ticker or Trading Symbol  
**GLADSTONE INVESTMENT CORPORATION\DE [GAIN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1521 WESTPARK DRIVE, SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/12/2016

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

MCLEAN, VA 22102

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 08/12/2016                           |  | S                              | 5,400   | D   | \$ 8.6711 (1)  | 232,597.99 D  |
| Common Stock                    | 08/12/2016                           |  | S                              | 500   | D   | \$ 8.66  | 9,780.8 I By Spouse                                   |
| Common Stock                    | 08/12/2016                           |  | S                              | 5,400   | D   | \$ 8.672 (1)   | 4,380.8 I By Spouse                                   |
| Common Stock                    | 08/15/2016                           |  | S                              | 4,380   | D   | \$ 8.7383 (2)  | 0 I By Spouce   |

|              |            |   |        |   |           |            |   |
|--------------|------------|---|--------|---|-----------|------------|---|
| Common Stock | 08/15/2016 | S | 18,417 | D | \$<br>(3) | 214,180.99 | D |
| Common Stock | 08/16/2016 | S | 15,317 | D | \$<br>(4) | 198,863.99 | D |

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.**

SEC 1474  
(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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| BRUBAKER TERRY LEE<br>1521 WESTPARK DRIVE<br>SUITE 100<br>MCLEAN, VA 22102 | X             |           | Chief Operating Officer |       |

## Signatures

Michael LiCalsi,  
Attorney-in-fact

08/16/2016

\_\_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).

Price reflected is a weighted-average price for shares sold. The range of sale prices for transactions reported was \$8.66 to \$8.68 inclusive.

- (1) The reporting person undertakes to provide to Gladstone Investment Corporation, any security holder of Gladstone Investment Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

Price reflected is a weighted-average price for shares sold. The range of sale prices for transactions reported was \$8.69 to \$8.75 inclusive.

- (2) The reporting person undertakes to provide to Gladstone Investment Corporation, any security holder of Gladstone Investment Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

Price reflected is a weighted-average price for shares sold. The range of sale prices for transactions reported was \$8.71 to \$8.75 inclusive.

- (3) The reporting person undertakes to provide to Gladstone Investment Corporation, any security holder of Gladstone Investment Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

Price reflected is a weighted-average price for shares sold. The range of sale prices for transactions reported was \$8.71 to \$8.88 inclusive.

- (4) The reporting person undertakes to provide to Gladstone Investment Corporation, any security holder of Gladstone Investment Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

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

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