

PENNANTPARK INVESTMENT CORP  
Form 8-A12B  
January 24, 2013

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

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**PENNANTPARK INVESTMENT CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation

or organization)

590 Madison Avenue, 15<sup>th</sup> Floor

**20-8250744**  
(I.R.S. Employer or

Identification No.)

10022

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New York, New York  
(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which
to be so registered 6.25% Senior Notes due 2025	each class is to be registered The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is to become effective General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-172524**

Securities to be registered pursuant to Section 12(g) of the Act: None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are 6.25% Senior Notes due February 1, 2025 (the Notes ) of PennantPark Investment Corporation, a Maryland corporation (the Company ).

For a description of the securities to be registered hereunder, reference is made to the information under the heading "Description of Our Debt Securities" in the Company's prospectus dated January 6, 2012 (the Prospectus ) included in the Registration Statement on Form N-2 (File No. 333-172524) (as amended from time to time, the Registration Statement ), as filed with the Securities and Exchange Commission (the Commission ) under the Securities Act of 1933 (the Securities Act ), and the information under the heading "Specific Terms of the Notes and the Offering" in the Company's prospectus supplement dated January 16, 2013 (the Prospectus Supplement ), as filed with the Commission on January 18, 2013 pursuant to Rule 497 under the Securities Act. The Prospectus and the Prospectus Supplement are incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

Exhibit  
No.

- 4.1 Base Indenture, dated as of January 22, 2013, relating to the 6.25% Senior Notes due 2025, between the Registrant and American Stock Transfer & Trust Company, LLC, as trustee (Incorporated by reference to Exhibit (d)(8) to the Registrant's Post-Effective Amendment No. 4 to the Registration Statement on Form N-2/A (File No. 333-172524), filed on January 22, 2013).
- 4.2 First Supplemental Indenture, dated as of January 22, 2013, relating to the 6.25% Senior Notes due 2025, between the Registrant and American Stock Transfer & Trust Company, LLC, as trustee (Incorporated by reference to Exhibit (d)(9) to the Registrant's Post-Effective Amendment No. 4 to the Registration Statement on Form N-2/A (File No. 333-172524), filed on January 22, 2013).
- 4.3 Form of 6.25% Senior Notes due 2025 (included as part of Exhibit 4.2).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PENNANTPARK INVESTMENT CORPORATION

(Registrant)

Dated: January 24, 2013

By: /s/ Aviv Efrat

Name: Aviv Efrat

Title: Chief Financial Officer & Treasurer

**Exhibit Index**

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