

**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 12(g) of the  
Securities Exchange Act of 1934**

**Saratoga Investment Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State of incorporation or organization)

**535 Madison Avenue, New York, NY**  
(Address of principal executive offices)

**20-8700615**

(I.R.S. Employer Identification No.)

**10022**  
(Zip Code)

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

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

Securities Act registration statement file number to which this form relates: **333-186323**

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
7.50% Notes due 2020	New York Stock Exchange

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

**None**  
(Title of class)

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The description of the 7.50% Notes due 2020 (the "Notes") of Saratoga Investment Corp., a Maryland corporation, is incorporated by reference to the materials set forth in the section captioned "Description of the Notes" in the registrant's registration statement on Form N-2 (File No. 333-186323), declared effective on May 2, 2013. The securities registered hereby are all part of a single series as described in the document referenced above. The Notes are expected to be listed on the New York Stock Exchange and to trade thereon within 30 days of the original issue date under the trading symbol "SAQ."

**Item 2. Exhibits**

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

<b>Number</b>	<b>Exhibit</b>
1	Form of Indenture by and between the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit (d)(4) to the registrant's Registration Statement on Form N-2 (File No. 333-186323), filed on April 30, 2013).
2	Form of First Supplemental Indenture between the Company and U.S. Bank National Association, which includes the form of Note due 2020 (incorporated by reference to Exhibit (d)(6) to the registrant's Registration Statement on Form N-2 (File No. 333-186323), filed on April 30, 2013).

**SIGNATURE**

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

Date: May 6, 2013

**Saratoga Investment Corp.**

By: /s/ Richard A. Petrocelli

Name: Richard A. Petrocelli

Title: Chief Financial Officer

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**EXHIBIT INDEX**

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