

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

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**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): February 20, 2008

**GSC Investment Corp.**

(Exact name of registrant  
as specified in charter)

**Maryland**  
(State or other jurisdiction of incorporation)

**001-33376**  
(Commission File Number)

**20-8700615**  
(IRS Employer Identification No.)

**888 Seventh Ave, New York, NY 10019**  
(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 884-6200

**N/A**  
(Former name or former address, if changed since last report)

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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))
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**Item 8.01 Other Events.**

On February 20, 2008, GSC Investment Corp. issued a press release announcing that its Board of Directors has declared a dividend of \$0.39 per share payable on March 10, 2008 to common stockholders of record on February 29, 2008. A copy of the press release is attached hereto as Exhibit 99.1, the text of which is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated February 20, 2008

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GSC Investment Corp.

Date: February 25, 2008

By: /s/ David L. Goret

Name: David L. Goret

Title: Vice President and Secretary

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**Investor Contacts:** Carl J. Crosetto  
GSC Group  
973-437-1007

Michael H. Yip  
GSC Group  
973-593-5424

## GSC Investment Corp. Declares Dividend

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NEW YORK, February 20, 2008 – GSC Investment Corp. (NYSE:GNV), a business development company today announced that its Board of Directors has declared a dividend of \$0.39 per share payable on March 10, 2008 to common shareholders of record on February 29, 2008. The dividend is for the fourth quarter of the Company's 2008 fiscal year ending February 29, 2008.

### **About GSC Investment Corp.**

GSC Investment Corp. is a specialty finance company that invests primarily in first and second lien term loans and mezzanine debt of private, U.S. middle-market companies and high yield bonds. It has elected to be treated as a business development company under the Investment Company Act of 1940. The Company also may opportunistically invest in distressed debt; debt and equity securities of public companies; credit default swaps; emerging market debt; and collateralized debt obligation vehicles holding debt, equity or synthetic securities. The Company draws upon the support and investment advice of its external manager, GSC Group, an alternative asset investment manager that focuses on complex, credit-driven strategies. GSC Group's corporate credit group manages approximately \$8.1 billion of assets<sup>1</sup> in leveraged loans, high yield bonds and mezzanine debt. GSC Investment Corp. is traded on the New York Stock Exchange under the symbol "GNV."

### **Forward Looking Statements**

Information provided in this press release, including valuation of certain of our investments, may contain statements relating to current expectations, estimates, forecasts and projections about future events that are forward-looking statements. These forward-looking statements generally relate to GSC Investment Corp.'s plans, objectives and expectations for future operations and are based upon management's current estimates and projections of future results or trends. Actual future results may differ materially from those projected as a result of certain risks and uncertainties. For a discussion of such risks and uncertainties, see "Note About Forward-Looking Statements" included in the Company's 10-K which has been filed with the U.S. Securities and Exchange Commission. These forward-looking statements are made only as of the date hereof, and GSC Investment Corp. undertakes no obligation to update or revise the forward-looking statements, whether as a result of the new information, future events or otherwise.

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<sup>1</sup> As of September 30, 2007. Includes leverage and warehoused assets.

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