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GLADSTONE INVESTMENT CORPORATION\DE

Form 3 April 09, 2008

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per

response...

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 * Gray Gresford			2. Date of Event Requiring Statement (Month/Day/Year) 04/08/2008	3. Issuer Name and Ticker or Trading Symbol GLADSTONE INVESTMENT CORPORATION\DE [GAIN]						
(Last)	(First)	(Middle)	04/06/2006	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)			
1521 WESTBRANCH DRIVE, SUITE 200					•					
MOLEAN Â	(Street)	0.2		Director 10% Owner Officer X Other (give title below) (specify below) Affiliate of External Adviser			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MCLEAN, VA 22102				Thinke of British 18 1861			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - N	Non-Derivative Securities Beneficially Owned						
1.Title of Secur (Instr. 4)	ity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	*			
Reminder: Repo		ate line for ea	ach class of securities benefic	ially S	SEC 1473 (7-02)				
	inform requir	nation conta ed to respo	pond to the collection of ained in this form are not and unless the form displ MB control number.	t						

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership (Instr. 5)
					or Exercise	Form of	
			(Instr. 4)		Price of		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security: Security Direct (D) or Indirect		

(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gray Gresford

1521 WESTBRANCH DRIVE Â Â Â Affiliate of External Adviser

SUITE 200 MCLEAN, VAÂ 22102

Signatures

Robert Johnson, Attorney-in-fact 04/09/2008

**Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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.

Reporting Owners 2

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).