

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**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) **September 28, 2012**

**SARATOGA INVESTMENT CORP.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-33376**  
(Commission  
File Number)

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

**535 Madison Avenue**  
**New York, New York**  
(Address of Principal Executive Offices)

**10022**  
(Zip Code)

Registrant's telephone number, including area code **(212) 750-3343**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On September 28, 2012, Saratoga Investment Corp. (the **"Company"**) held its 2012 Annual Meeting of Stockholders (the **"Annual Meeting"**). As of August 17, 2012, the record date for the Annual Meeting, 3,876,661 shares of common stock were eligible to be voted, and 3,210,679 of those shares were voted in person or by proxy at the Annual Meeting. The following matters were submitted at the Annual Meeting to the stockholders for consideration:

1. To elect Christian L. Oberbeck as a director of Saratoga, to serve until the 2015 Annual Meeting of Stockholders or until his successor is duly elected and qualified; and
2. To approve a proposal to authorize the Company to sell or otherwise issue the Company's common stock at an offering price per share to investors that is not less than 85% of the Company's then current net asset value per share.

**Proposal 1 — Election of Director**

The nominee listed in the Company's 2012 proxy statement was elected to serve until the 2015 Annual Meeting of Stockholders or until his successor is duly elected and qualified. The following votes were taken in connection with this proposal:

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Christian L. Oberbeck	2,795,943	414,736

**Proposal 2 — Issuance of Shares Below Net Asset Value**

The proposal to authorize the Company to sell or otherwise issue the Company's common stock at an offering price per share to investors that is not less than 85% of the Company's then current net asset value per share was approved. The following votes were taken in connection with this proposal:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
All Stockholders	2,303,260	895,575	11,844
All Stockholders Excluding Affiliates*	619,268	238,298	11,844

\* Of the 2,341,269 shares of the Company's common stock eligible to vote as of the record date for the Annual Meeting, 869,410 shares of the Company's common stock were held by persons or entities not affiliated with the Company.

## 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.

SARATOGA INVESTMENT CORP.

Date: October 3, 2012

By: /s/ Richard A. Petrocelli  
Name: Richard A. Petrocelli  
Title: Chief Financial Officer