
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

Amendment No. 1

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

GSC INVESTMENT CORP.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State of Incorporation or Organization)

N/A
(I.R.S. Employer Identification No.)

12 East 49th Street, New York, New York
(Address of Principal Executive Offices)

10017
(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), 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 effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-138051

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Stock, \$0.0001 par value per share

New York Stock Exchange

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

N/A

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

The description under the heading "Description of Our Common Stock" relating to the Registrant's Common Stock, \$0.0001 par value per share (the "Common Stock"), in the Prospectus included in the Registrant's Registration Statement on Form N-2 (Registration No. 333-138051) (the "Registration Statement on Form N-2") filed with the Securities and Exchange Commission on October 18, 2006, as amended, and the description under the heading "Description of Our Common Stock" relating to the Common Stock in the Registrant's final Prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, are incorporated herein by reference.

Item 2: Exhibits

The following exhibits are hereby filed with the Securities and Exchange Commission:

1. Form of Charter of GSC Investment Corp.*
2. Form of Bylaws of GSC Investment Corp.*
3. Specimen Certificate of GSC Investment Corp.'s Common Stock, par value \$0.0001 per share.

* Previously filed.

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.

GSC Investment Corp.

By: /s/ Thomas V. Inglesby
Name: Thomas V. Inglesby
Title: Director and Chief Executive Officer

Date: March 21, 2007 o
o

Number *0*

Shares *0*

**SEE REVERSE FOR IMPORTANT
NOTICE AND OTHER INFORMATION**

THIS CERTIFICATE IS TRANSFERABLE
IN THE CITIES OF _____

CUSIP _____

GSC INVESTMENT CORP.

a Corporation Formed Under the Laws of the State of Maryland

THIS CERTIFIES THAT ****Specimen**** is the owner of ****Zero (0)**** fully paid and nonassessable shares of Common Stock, \$0.0001 par value per share, of

GSC Investment Corp.

(the "Corporation") transferable on the books of the Corporation by the holder hereof in person or by its duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the charter of the Corporation and the Bylaws of the Corporation and any amendments thereto. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed on its behalf by its duly authorized officers.

DATED _____

Countersigned and Registered:
Transfer Agent
and Registrar

Chief Executive Officer (SEAL)

By: _____
Authorized Signature

Secretary

IMPORTANT NOTICE

The Corporation will furnish to any stockholder, on request and without charge, a full statement of the information required by Section 2-211(b) of the Corporations and Associations Article of the Annotated Code of Maryland with respect to the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption of the stock of each class which the Corporation has authority to issue and, if the Corporation is authorized to issue any preferred or special class in series, (i) the differences in the relative rights and preferences between the shares of each series to the extent set, and (ii) the authority of the Board of Directors to set such rights and preferences of subsequent series. The foregoing summary does not purport to be complete and is subject to and qualified in its entirety by reference to the charter of the Corporation, a copy of which will be sent without charge to each stockholder who so requests. Such request must be made to the Secretary of the Corporation at its principal office or to the Transfer Agent.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN
OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A
CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT _____	Custodian _____
TEN ENT	- as tenants by the entireties	(Custodian)	(Minor)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts to Minors Act of _____	(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ HEREBY SELLS, ASSIGNS AND TRANSFERS UNTO

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE AND SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER, OF ASSIGNEE)

_____ (_____) shares of Common Stock of the Corporation represented by this Certificate and do hereby irrevocably constitute and appoint _____ attorney to transfer the said shares of Common Stock on the books of the Corporation, with full power of substitution in the premises.

Dated _____

NOTICE: The signature to this Assignment must correspond with the name as written upon the face of the Certificate in every particular, without alteration or enlargement or any change whatsoever.