

**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 26, 2013**

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 26, 2013, Saratoga Investment Corp. (the "**Company**") held its 2013 Annual Meeting of Stockholders (the "**Annual Meeting**"). As of August 16, 2013, the record date for the Annual Meeting, 4,730,116 shares of common stock were eligible to be voted, and 3,777,601 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 Steven M. Looney and Charles S. Whitman III as directors of the Company, to serve until the 2016 Annual Meeting of Stockholders or until his successor is duly elected and qualified;
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; and
3. To approve the adjournment of the annual meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the annual meeting to approve the proposal to elect two directors and/or the proposal to sell or issue shares of common stock to investors at a per share price that is less than the Company's then current net asset value per share.

Proposal 1 — Election of Director

The nominee listed in the Company's 2013 proxy statement was elected to serve until the 2016 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>
Steven M. Looney	3,157,246	620,355
Charles S. Whitman III	3,150,465	627,136

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	2,702,535	1,045,595	29,471
All Stockholders Excluding Affiliates*	737,527	313,864	29,471

* Of the 4,730,116 shares of the Company's common stock eligible to vote as of the record date for the Annual Meeting, 1,080,862 shares of the Company's common stock were voted by persons or entities not affiliated with the Company.

2

Proposal 3 — Adjournment

The proposal to approve the adjournment of the annual meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the annual meeting to approve the proposal to elect two directors and/or the proposal to sell or issue shares of common stock to investors at a per share price that is less than 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>
2,624,485	1,130,716	22,400

3

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: September 27, 2013

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

4