
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): May 21, 2007

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.)

12 East 49th Street, New York, NY 10017
(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)

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 May 21, 2007, GSC Investment Corp. issued a press release announcing that its Board of Directors has declared a dividend of \$0.24 per share payable on June 6, 2007 to common stockholders of record on May 29, 2007. The dividend is for the "stub" fiscal quarter beginning March 28, 2007 and ending May 31, 2007. 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.

Exhibit No.	Description
99.1	Press Release dated May 21, 2007

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: May 21, 2007

By: /s/ David L. Goret
Name: David L. Goret
Title: Vice President and Secretary



Contact: Carl J. Crosetto
GSC Group
973-437-1007

Roland Tomforde
Broadgate Consultants, LLC
212-232-2222

FOR IMMEDIATE RELEASE

GSC Investment Corp. Declares Dividend

NEW YORK, May 21, 2007 – GSC Investment Corp. (NYSE:GNV), a business development company externally managed by GSC Group, announced today that its Board of Directors has declared a dividend of \$0.24 per share payable on June 6, 2007 to common stockholders of record on May 29, 2007. The dividend is for the “stub” fiscal quarter beginning March 28, 2007 and ending May 31, 2007.

GSC Investment Corp. has now fully invested the proceeds of its initial public offering completed on March 28, 2007, as well as the borrowings under the credit facilities established on April 11, 2007 and May 1, 2007. As of May 18, 2007, the Company had total assets of \$215 million and total outstanding borrowings under the credit facilities of \$98 million. The Company’s investment portfolio carries a weighted average yield of 11.5% and is comprised of approximately 14% first lien loans, 32% second lien loans, 19% senior secured high-yield bonds and 35% unsecured high yield bonds.

About GSC Investment Corp.

GSC Investment Corp. is a specialty finance company that invests primarily in first and second lien loans and mezzanine and high yield 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 opportunistically invests 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 Investment Corp. is traded on the New York Stock Exchange under the symbol “GNV.”

Forward-Looking Statements

Information provided in this press release 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 “Forward-Looking Statements” included in the Company’s final prospectus dated March 23, 2007, a copy of which has been filed with the U.S. Securities and Exchange Commission in connection with the Company’s initial public offering. 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. Any forward-looking statements do not have the benefit of the safe harbor for forward-looking statements pursuant to Section 27A of the Securities Act of 1933.

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