
**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 30, 2016 (September 27, 2016)

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 27, 2016, Saratoga Investment Corp. (the “*Company*”) held its 2016 Annual Meeting of Stockholders (the “*Annual Meeting*”). As of August 10, 2016, the record date for the Annual Meeting, 5,770,000 shares of common stock were eligible to be voted, and 3,164,530 of those shares were voted in person or by proxy at the Annual Meeting. The following matter was submitted at the Annual Meeting to the stockholders for consideration:

Proposal 1 — Election of Directors

- To elect Steven M. Looney and Charles S. Whitman III each as a director of the Company, to serve until the 2019 Annual Meeting of Stockholders or until his successor is duly elected and qualified.

Each of the nominees were elected to serve until the 2019 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	3,109,441	55,089
Charles S. Whitman III	3,109,461	55,069

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 30, 2016

By: /s/ Henri J. Steenkamp

Name: Henri J. Steenkamp

Title: Chief Financial Officer