

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form N-2

(Check Appropriate box or boxes)

- Registration Statement under the Securities Act of 1933
- Pre-Effective Amendment No. 7
- Post-Effective Amendment No.

and/or

- Registration Statement under the Investment Company Act of 1940
- Amendment No.

GSC Investment Corp.

(Exact name of Registrant as specified in its charter)

12 East 49th Street, Suite 3200
 New York, New York 10017
(Address of Principal Executive Offices)

(212) 884-6200

(Registrant's Telephone Number, Including Area Code)

Thomas V. Inglesby
 GSC Investment Corp.
 12 East 49th Street, Suite 3200
 New York, New York 10017
(Name and Address of Agent for Service)

Copies to:

Winthrop B. Conrad, Jr.
 Danforth Townley
 Davis Polk & Wardwell
 450 Lexington Avenue
 New York, New York 10017
 (212) 450-4890
 (212) 450-3890 (fax)

Jay L. Bernstein, Esq.
 Richard I. Horowitz, Esq.
 Clifford Chance US LLP
 31 West 52nd Street
 New York, New York 10019
 (212) 878-8000
 (212) 878-8375 (fax)

Approximate Date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend reinvestment plans, please check the following box.

It is proposed that this filing will become effective (check appropriate box):

- When declared effective pursuant to Section 8(c).

If appropriate, check the following box:

- This amendment designates a new effective date for a previously filed registration statement.

This Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act and the Securities Act registration number of _____ the earlier effective registration statement for the same offering is _____.

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$0.0001 par value per share	\$201,825,000	\$17,642

(1) Includes the underwriters' over-allotment option.

(2) The registration fee, which has been previously paid, was calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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EXPLANATORY NOTE

This Amendment No. 7 to the Registration Statement on form N-2 (File No. 333-138051) is being filed in order to file Exhibit k.11 which was not included with Amendment No. 6 to the Registration Statement filed on March 22, 2007. This Amendment No. 7 modifies the provisions of Item 25 of Part C and the Index to Exhibits of the Registration Statement. The provisions of the Prospectus contained in Parts A and B and Items 26, 27, 28, 29, 30, 31, 32, 33 or 34 of Part C of Amendment No. 6 to the Registration Statement on Form N-2, File No. 333-138051, filed on March 22, 2007 are incorporated by reference in their entirety.

PART C-OTHER INFORMATION

Item 25. Financial Statements and Exhibits

1. Financial Statements

Not applicable.

2. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
a	Form of Charter of GSC Investment Corp.*****
b	Form of Bylaws of GSC Investment Corp.*****
c	Not applicable
d.1	Specimen certificate of GSC Investment Corp.'s common stock, par value \$0.0001 per share.*****
d.2	Form of Registration Rights Agreement dated , 2007 between GSC Investment Corp., GSC CDO III L.L.C., GSCP (NJ) L.P. and the other investors party thereto.**
e	Form of Dividend Reinvestment Plan.*****
g	Form of Investment Advisory and Management Agreement dated , 2007 between GSC Investment LLC and GSCP (NJ) L.P.*****
h	Form of Underwriting Agreement dated , 2007 between GSC Investment Corp. and Citigroup Global Markets, Inc., J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters named therein.**
i	Not Applicable.
j	Form of Custodian Agreement dated , 2007 between GSC Investment Corp. and .*****
k.1	Form of Regulations of American Stock Transfer and Trust Company.**
k.2	Form of Administration Agreement dated , 2007 between GSC Investment Corp. and GSCP (NJ) L.P.*****
k.3	Form of Trademark License Agreement dated , 2007 between GSC Investment Corp. and GSCP (NJ) L.P.*****
k.4	Contribution and Exchange Agreement dated October 17, 2006 among GSC Investment LLC, GSC CDO III, L.L.C., GSCP (NJ), L.P., and the other investors party thereto.*****
k.5	Portfolio Acquisition Agreement dated March 21, 2007 between GSC Investment Corp. and GSC Partners CDO Fund III, Limited.*****
k.6	Form of Indemnification Agreement dated , 2007 between GSC Investment LLC and each officer and director of GSC Investment LLC.*****
k.7	Form of Indemnification Agreement dated , 2007 between GSC Investment LLC and each investment committee member of GSCP (NJ) L.P.*****
k.8	Collateral Management Agreement dated November 5, 2001 among GSC Partners CDO Fund III, Limited and GSCP (NJ), L.P.*****
k.9	Amended and Restated Limited Partnership Agreement of GSC Partners CDO GP III, L.P. dated October 16, 2001.****

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<u>Exhibit Number</u>	<u>Description</u>
k.10	Amended and Restated Limited Partnership Agreement of GSC Partners CDO Investors III, L.P. dated August 27, 2001.****
k.11	Form of Amendment to the Contribution and Exchange Agreement dated , 2007 among GSC Investment LLC, GSC CDO III, L.L.C., GSCP (NJ), L.P., and the other investors party thereto.*
k.12	Form of Assignment and Assumption Agreement dated , 2007 among GSCP (NJ), L.P. and GSC Investment LLC.***
l	Opinion of Venable LLP, counsel to the Registrant.**
m.	Not applicable.
n.1	Consent of Thomas V. Inglesby pursuant to Rule 438 under the Securities Act of 1933 to be named as a director.*****
n.2	Consent of Richard M. Hayden pursuant to Rule 438 under the Securities Act of 1933 to be named as a director.*****
n.3	Consent of Robert F. Cummings, Jr. pursuant to Rule 438 under the Securities Act of 1933 to be named as a director.*****
n.4	Consent of Peter K. Barker pursuant to Rule 438 under the Securities Act of 1933 to be named as a director.**
n.5	Consent of Steven M. Looney pursuant to Rule 438 under the Securities Act of 1933 to be named as a director.**
n.6	Consent of Charles S. Whitman pursuant to Rule 438 under the Securities Act of 1933 to be named as a director.**
n.7	Consent of G. Cabell Williams pursuant to Rule 438 under the Securities Act of 1933 to be named as a director.**
n.8	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.**
n.9	Consent of Venable LLP, counsel to the Registrant (included in Exhibit I).**
n.10	Consent of Valuation Research Corporation, Independent Valuation Firm.**
o	Not applicable.
p	Not applicable.
q	Not applicable.
rr	Code of Ethics of the Company adopted under Rule 17j-1.**

* Filed herewith.

** Incorporated by reference to Amendment No. 6 to GSC Investment Corp.'s Registration Statement on Form N-2, file No. 333-138051, filed on March 22, 2007.

*** Incorporated by reference to Amendment No. 5 to GSC Investment LLC's Registration Statement on Form N-2, File No. 333-488051, filed on March 8, 2007.

**** Incorporated by reference to Amendment No. 4 to GSC Investment LLC's Registration Statement on Form N-2, File No. 333-138051, filed on February 23, 2007.

***** Incorporated by reference to Amendment No. 3 to GSC Investment LLC's Registration Statement on Form N-2, File No. 333-138051, filed on February 7, 2007.

***** Incorporated by reference to Amendment No. 2 to GSC Investment LLC's Registration Statement on Form N-2, File No. 333-138051, filed on January 12, 2007.

***** Incorporated by reference to GSC Investment LLC's Registration Statement on Form N-2, File No. 333-138051, filed on December 1, 2006.

***** Incorporated by reference to GSC Investment Corp's Registration Statement on Form 8-A, File No. 001-333-76, filed on March 21, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and State of New York, on the 22nd day of March 2007.

GSC INVESTMENT CORP.

/s/ Thomas V. Inglesby

Name: **THOMAS V. INGLESBY**

Title: Director and Chief Executive Officer, GSC Investment Corp.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard M. Hayden</u> RICHARD M. HAYDEN	Chairman of the Board of Directors	March 22, 2007
<u>/s/ Thomas V. Inglesby</u> THOMAS V. INGLESBY	Director and Chief Executive Officer	March 22, 2007
<u>/s/ Richard J. Allorto, Jr.</u> RICHARD J. ALLORTO, JR.	Chief Financial Officer and Chief Accounting Officer	March 22, 2007
<u>/s/ Robert F. Cummings, Jr.</u> ROBERT F. CUMMINGS, JR.	Director	March 22, 2007
<u>/s/ Peter K. Barker</u> PETER K. BARKER	Director	March 22, 2007
<u>/s/ Steven M. Looney</u> STEVEN M. LOONEY	Director	March 22, 2007
<u>/s/ Charles S. Whitman III</u> CHARLES S. WHITMAN III	Director	March 22, 2007
<u>/s/ G. Cabell Williams</u> G. CABELL WILLIAMS	Director	March 22, 2007

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AMENDMENT TO THE
CONTRIBUTION AND EXCHANGE AGREEMENT

DATED AS OF MARCH 20, 2007

AMONG

GSC INVESTMENT LLC,

GSC CDO III L.L.C.,

GSCP (NJ), L.P.,

AND

THE OTHER INVESTORS PARTY HERETO

This AMENDMENT TO THE CONTRIBUTION AND EXCHANGE AGREEMENT (the "**Amendment**") dated as of March 20, 2007 by and among GSC Investments LLC, a Maryland limited liability company ("**Newco**"), GSC CDO III, L.L.C., a Delaware limited liability company (the "**Class A Investor**") and the persons identified below (collectively, the "**Class B Investors**," together with the Class A Investor, the "**Investors**") and GSCP (NJ), L.P., a Delaware limited partnership (the "**Manager**," together with Newco and the Investors, the "**Parties**").

WHEREAS the Parties entered into the Contribution and Exchange Agreement dated October 17, 2006 (the "**Agreement**") with respect to the contribution to Newco (i) of certain general partner and limited partner interests in GSC Partners CDO GP III, L.P., a Cayman Islands exempted limited partnership ("**CDO III GP**"), by the Investors and the Manager, and (ii) of the rights and obligations of the Manager under the Collateral Management Agreement dated as of November 5, 2001 (the "**Collateral Management Agreement**") in exchange for common shares of Newco ("**Common Shares**");

WHEREAS CDO III GP is the general partner of GSC Partners CDO Investors III, L.P., a Cayman Island exempted limited partnership, which owns all of the outstanding Subordinated Notes of GSC Partners CDO Fund III, Limited, a Cayman Islands company ("**CDO Fund III**"); and

WHEREAS the Parties wish to amend the Agreement in accordance with Section 5.01 of the Agreement.

NOW, THEREFORE, in consideration of the covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, the parties hereby agree as follows:

Section 1.01. *Purchase of Role as Collateral Manager.* In lieu of Newco's obligation to deliver Common Shares to the Manager in consideration of the Manager's assignment of the Collateral Management Agreement to Newco pursuant to and in accordance with Section 1.01(b) of the Agreement, Newco shall, subject to the following terms and conditions, pay to the Manager cash consideration in the amount equal to the fair value of the role as collateral manager of CDO Fund III. The fair value of the role as collateral manager of CDO Fund III shall be calculated by a majority of Newco's independent directors acting in good faith by considering the aggregate value of the management fees that would be payable to Newco under the Collateral Management Agreement from the date of the assignment through the date of maturity of the financing entered into by CDO Fund III. The cash payable by Newco to the Manager pursuant to the immediately preceding sentence shall be delivered on such date as may be agreed between Newco and the Manager.

Section 1.02. *Waiver of Conditions to Transfer Limited Partner Interests.* (a) As general partner of CDO III GP, the Class A Investor hereby agrees to waive the conditions set forth in Sections 10.1(b)(i), 10.1(b)(ii), 10.1(b)(iii), 10.1(b)(iv), 10.1(b)(v), 10.1(b)(vi), 10.1(b)(vii) and 10.1(c) of the Amended and Restated Limited Partnership Agreement of CDO III GP dated October 16, 2001 with respect to the transfer of the Class B Investors limited partner interests.

(b) Power of Attorney. Each of the Class B Investors hereby appoints the Class A Investor to act as attorney-in-fact for such Class B Investor for the purpose of effecting the transfer of such Class B Investor's limited partner interests in CDO III GP and any other documents in connection therewith.

Section 1.03. *Deficit Amount.* The Class A Investor and the Class B Investors hereby severally agree to make an additional contribution to Newco in cash equal to such Investor's Pro Rata Share of the Deficit Amount, if any, within five business days following receipt of a written demand by Newco; provided that no Investor shall be obligated under this provision to pay an amount in aggregate in excess of such Investor's Pro Rata Share of \$5,000,000. Newco shall make a written demand with respect to the Deficit Amount not less than 120 days nor more than 150 days after the date hereof. No additional Common Shares will be issued to the Investors.

"**Deficit Amount**" means an amount, if any, as determined by Newco, by which the actual aggregate distributions received by Newco with respect to the GP Interest and LP Interests are less than the fair value of such Interests as of the date hereof.

“**Pro Rata Share**” means, with respect to each Investor, a percentage determined by dividing the number of Common Shares issued pursuant to Section 1.01 of the Agreement to such Investor by the total number of Common Shares issued under Section 1.01 of the Agreement to all of the Investors.

Section 1.04. *Governing Law.* This Amendment is made and shall be governed by and construed in all respects in accordance with the laws of the State of New York, without regard to the principles of conflicts of laws thereof.

Capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed in the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

GSC INVESTMENT LLC

By: _____
Name: Richard T. Allorto
Title: Chief Financial Officer

GSC CDO III L.L.C.

By: GSCP (NJ) Holdings, L.P. as its sole member
By: GSCP (NJ), Inc., as its General Partner

By: _____
Name: David L. Goret
Title: Managing Director and Secretary

GSCP (NJ), L.P.

By: GSCP (NJ), Inc., as its General Partner

By: _____
Name: David L. Goret
Title: Managing Director and Secretary

Class B Investors:

Thomas J. Libassi

Richard M. Hayden

Thomas V. Inglesby

Robert A. Hamwee

Keith W. Abell

HANNA FRANK INVESTMENTS LLC

By: _____
Name: Peter Frank
Title: Managing Member

GREENWICH STREET CAPITAL PARTNERS II, L.P.

By: Greenwich Street Investments II, L.L.C., as its General Partner

By: _____
Name: Thomas V. Inglesby
Title: Managing Member