

APOLLO INVESTMENT CORP  
Form 8-K  
July 31, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 31, 2006

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**APOLLO INVESTMENT CORPORATION**

(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

**814-00646**  
(Commission File Number)

**52-2439556**  
(IRS Employer

of incorporation)

**9 West 57<sup>th</sup> Street, 41<sup>st</sup> Floor, New York, NY 10019**

Identification Number)

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 515-3200**

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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):

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- .. 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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On July 31, 2006, Michael S. Gross, the Chairman of the Board of Apollo Investment Corporation (the Company), resigned from the Company's Board of Directors and as its Chairman, effective as of such date. A copy of the press release announcing the resignation of Michael S. Gross from the Board is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release, dated July 31, 2006, announcing the resignation of Michael S. Gross from the Company's Board of Directors and as its Chairman.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

APOLLO INVESTMENT CORPORATION

Date: July 31, 2006

By: /s/ Gordon E. Swartz  
Name: Gordon E. Swartz  
Title: Corporate Secretary