
**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 8, 2018

OHA INVESTMENT CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction of Incorporation)

814-00672
(Commission File Number)

20-1371499
(I.R.S. Employer Identification Number)

1114 Avenue of the Americas, 27th Floor, New York, New York 10036
(Address of Principal Executive Offices) (Zip Code)

(212) 852-1900
(Registrant's telephone number, including area code)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company []

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Item 8.01. Other Events.

On May 8, 2018, the Registrant announced that its Board of Directors declared a quarterly distribution of \$0.02 per share of common stock. The distribution will be payable on July 9, 2018 to stockholders of record as of June 30, 2018.

The information disclosed under this Item 8.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[99.1 Press Release dated May 8, 2018](#)

[Signature Page to Follow]

SIGNATURE

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.

OHA INVESTMENT CORPORATION

Date: May 8, 2018

By: /s/ Cory E. Gilbert
Cory E. Gilbert
Chief Financial Officer

OHA Investment Corporation Announces Quarterly Distribution of \$0.02 per Share

NEW YORK, May 08, 2018 (GLOBE NEWSWIRE) – OHA Investment Corporation (NASDAQ:OHA1) (the “Company”) today announced that its Board of Directors has declared a quarterly distribution of \$0.02 per share.

Quarterly Distribution Declaration

The quarterly distribution in the amount of \$0.02 per common share will be paid July 9, 2018 to stockholders of record as of June 30, 2018. Distributions are paid from taxable earnings and may include a return of capital and/or capital gains. The amount of distributable income for each quarter depends on the aggregate gains and losses realized by the Company during the entire year. Distributions may consist of net investment income, capital gains and return of capital, but the character of these distributions cannot be determined until after the end of the Company’s fiscal year. The specific tax characteristics of distributions paid during calendar 2018 will be reported to each stockholder on Form 1099-DIV after the end of the calendar year.

The Board of Directors of the Company has the discretion to change the amount of the distribution in any given quarter based on the Company’s estimate, as of that quarter, of its taxable income for the year. The Company’s estimate of its taxable income for 2018, and therefore the amount of each quarterly distribution in 2018, may change depending on a variety of factors, including the performance of the Company’s portfolio investments.

The Company has an “opt out” dividend reinvestment plan, or “DRIP,” for its stockholders. Consequently, when the Company declares a distribution, stockholders who have not opted out of the DRIP automatically have their distribution reinvested in shares of the Company’s stock, rather than receiving it in cash. A stockholder who has elected to receive distributions in cash may re-enroll in the DRIP at any time by notifying the plan administrator.

About OHA Investment Corporation

OHA Investment Corporation (NASDAQ:OHA1) is a specialty finance company designed to provide its investors with current income and capital appreciation. OHA1 focuses primarily on providing creative direct lending solutions to middle market private companies across industry sectors. OHA1 is externally managed by Oak Hill Advisors, L.P., a leading independent investment firm (www.oakhilladvisors.com). Oak Hill Advisors has deep experience in direct lending, having invested over \$5 billion in over 140 direct lending investments over the past 15 years.

Forward-Looking Statements

This press release may contain forward-looking statements. We may use words such as "anticipates," "believes," "intends," "plans," "expects," "projects," "estimates," "will," "should," "may" and similar expressions to identify forward-looking statements. These forward-looking statements are subject to various risks and uncertainties. Certain factors could cause actual results and conditions to differ materially from those projected, including the uncertainties associated with the timing or likelihood of transaction closings, changes in interest rates, availability of transactions, the future operating results of our portfolio companies, regulatory factors, changes in regional, national, or international economic conditions and their impact on the industries in which we invest, other changes in the conditions of the industries in which we invest and other factors enumerated in our filings with the Securities and Exchange Commission (the "SEC"). You should not place undue reliance on such forward-looking statements, which speak only as of the date they are made. We undertake no obligation to update our forward-looking statements made herein, unless required by law.

Persons considering an investment in OHA Investment Corporation should consider the investment objectives, risks, and charges and expenses of the Company carefully before investing. Such information and other information about us is available in our annual report on Form 10-K, in our quarterly reports on Form 10-Q and in our current reports on Form 8-K. Such materials are filed with the SEC and copies are available on the SEC’s website, www.sec.gov, and in the Investor Relations section of our website at www.ohainvestmentcorporation.com. Prospective investors should read such materials carefully before investing.

CONTACTS:

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Cory E. Gilbert – Chief Financial Officer
Lisa R. Price – Chief Compliance Officer
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