

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-09** | Period of Report: **2012-12-17**  
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### ISSUER

#### **CION Investment Corp**

CIK: [1534254](#) | IRS No.: **453058280** | State of Incorporation: **MD** | Fiscal Year End: **1231**

Mailing Address  
3 PARK AVENUE  
36TH FLOOR  
NEW YORK NY 10016

Business Address  
3 PARK AVENUE  
36TH FLOOR  
NEW YORK NY 10016  
212 - 418 - 4700

### REPORTING OWNER

#### **Apollo Principal Holdings III, L.P.**

CIK: [1566433](#) | State of Incorporation: **E9**  
Type: **3** | Act: **34** | File No.: [814-00941](#) | Film No.: **13520982**

Mailing Address  
C/O INTERTRUST  
CORPORATE SERVICES  
(CAYMAN) LIMITED, 190  
ELGIN STREET  
GEORGE TOWN E9  
KY1-9005

Business Address  
C/O INTERTRUST  
CORPORATE SERVICES  
(CAYMAN) LIMITED, 190  
ELGIN STREET  
GEORGE TOWN E9  
KY1-9005  
212-515-3200

#### **Apollo Principal Holdings III GP Ltd**

CIK: [1566491](#) | State of Incorporation: **E9**  
Type: **3** | Act: **34** | File No.: [814-00941](#) | Film No.: **13520983**

Mailing Address  
C/O INTERTRUST  
CORPORATE SERVICES  
(CAYMAN) LIMITED, 190  
ELGIN STREET  
GEORGE TOWN E9  
KY1-9005

Business Address  
C/O INTERTRUST  
CORPORATE SERVICES  
(CAYMAN) LIMITED, 190  
ELGIN STREET  
GEORGE TOWN E9  
KY1-9005  
212-515-3200

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
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### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person</b> <u>Apollo Principal Holdings III GP Ltd</u> (Last) (First) (Middle) C/O INTERTRUST CORPORATE SERVICES, (CAYMAN) LIMITED, 190 ELGIN STREET (Street) GEORGE TOWN, E9 KY1-9005 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 12/17/2012	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>CION Investment Corp [CION INV]</u>
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below)    ___ Other (specify below)
		<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check applicable line)</b> ___ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001	111,111.111	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<u>Apollo Principal Holdings III GP Ltd</u> <u>C/O INTERTRUST CORPORATE SERVICES</u>		X		

(CAYMAN) LIMITED, 190 ELGIN STREET GEORGE TOWN, E9 KY1-9005				
<a href="#">Apollo Principal Holdings III, L.P.</a> C/O INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 ELGIN STREET GEORGE TOWN, E9 KY1-9005		X		

**Explanation of Responses:**

1. [See Exhibit 99.1.](#)

**Signatures**

[See signatures attached as Exhibit 99.2](#)

\*\* Signature of Reporting Person

[01/09/2013](#)

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

- (1) The amount of securities reported as beneficially owned includes 111,111.111 shares of common stock, par value \$0.001 (“Common Stock”), of CION Investment Corporation (the “Issuer”), held of record by Apollo Principal Holdings III, L.P. (“Principal III”). Apollo Principal Holdings III GP Ltd. (“Principal III GP”) is the general partner of Principal III.

Leon Black, Joshua Harris and Marc Rowan are the directors of Principal III GP. Principal III GP and Messrs. Black, Harris and Rowan, disclaim beneficial ownership of the shares of Common Stock held of record by Principal III, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose. The address for each of Principal III and Principal III GP is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town KY1-9005, Grand Cayman. The address of each of Messrs. Black, Harris and Rowan, is 9 West 57th Street, 43rd Floor, New York, New York 10019.

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**This Statement on Form 3 is filed by:** (i) Apollo Principal Holdings III, L.P., and (ii) Apollo Principal Holdings III GP Ltd

**Name of Designated Filer:** Apollo Principal Holdings III GP Ltd

**Date of Event Requiring Statement:** December 17, 2012

**Issuer Name and Ticker or Trading Symbol:** CION Investment Corporation

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP, Ltd.  
its general partner

By: /s/ Jessica L. Lomm

Name: Jessica L. Lomm

Title: Vice President

APOLLO PRINCIPAL HOLDINGS III GP LTD.

By: /s/ Jessica L. Lomm

Name: Jessica L. Lomm

Title: Vice President

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