

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2013-01-10**
SEC Accession No. [0001104659-13-001870](#)

(HTML Version on [secdatabase.com](#))

SUBJECT COMPANY

CION Investment Corp

CIK: [1534254](#) | IRS No.: **453058280** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **SC 13G** | Act: **34** | File No.: [005-87140](#) | Film No.: **13523484**

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*

FILED BY

Apollo Principal Holdings III GP Ltd

CIK: [1566491](#) | IRS No.: **980542296** | State of Incorporation: **E9**
Type: **SC 13G**

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*

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

**SCHEDULE 13G
(Amendment No.)***

Under the Securities Exchange Act of 1934

CION Investment Corporation

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

17259U 105

(CUSIP Number)

December 17, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 17259U 105

- 1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Principal Holdings III, L.P.
-

- 2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
111,111.111 shares of common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
111,111.111 shares of common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
111,111.111 shares of common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
13.2%

12 Type of Reporting Person (See Instructions)
PN

1 Name of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Principal Holdings III GP Ltd

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
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11 Percent of Class Represented by Amount in Row (9)

13.2%

12 Type of Reporting Person (See Instructions)

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Item 1.

- (a) Name of Issuer
CION Investment Corporation
-
- (b) Address of Issuer' s Principal Executive Offices
3 Park Avenue, 36th Floor
New York, New York 10016
-

Item 2.

- (a) Name of Person Filing
This statement is filed by (i) Apollo Principal Holdings III, L.P. (“Principal III”), and (ii) Apollo Principal Holdings III GP Ltd (“Principal III GP”). Principal III is the record holder of common stock of the Issuer. Principal III GP is the general partner of Principal III. Principal III and Principal III GP are collectively referred to herein as the “Reporting Persons.”
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- (b) Address of Principal Business Office or, if none, Residence
The principal business office of 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.
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- (c) Citizenship
Principal III is an exempted limited partnership registered in the Cayman Islands. Principal III GP is an exempted company incorporated in the Cayman Islands with limited liability.
-
- (d) Title of Class of Securities
Common Stock, par value \$0.001
-
- (e) CUSIP Number
17259U 105
-

- Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**
Not applicable.
-

Item 4. Ownership.

- (a) Amount beneficially owned:
- Principal III: 111,111.111 shares of common stock
Principal III GP: 111,111.111 shares of common stock

Each of Principal III GP and Messrs. Leon Black, Joshua Harris and Marc Rowan, the directors of Principal III GP, disclaim beneficial ownership of all of the shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b) Percent of class:

Principal III: 13.2%

Principal III GP: 13.2%

The percentage of Common Stock beneficially owned by each Reporting Person is based upon 843,094.423 shares of Common Stock outstanding, as of January 7, 2013, as reported by the Issuer to the Reporting Persons upon request.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0 for all Reporting Persons.

(ii) Shared power to vote or to direct the vote:

Principal III: 111,111.111 shares of common stock

Principal III GP: 111,111.111 shares of common stock

(iii) Sole power to dispose or to direct the disposition of:

0 for all Reporting Persons.

(iv) Shared power to dispose or to direct the disposition of:

Principal III: 111,111.111 shares of common stock

Principal III GP: 111,111.111 shares of common stock

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

[The remainder of this page intentionally left blank.]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 10, 2013

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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**AGREEMENT OF JOINT FILING
(CION INVESTMENT CORPORATION)**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to the joint filing on behalf of them of the Statement on Schedule 13G and any and all further amendments thereto, with respect to the securities of the above referenced issuer, and that this Agreement be included as an Exhibit to such filing. This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of January 10, 2013.

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
