

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

CION Investment Corp

CIK: [1534254](#) | IRS No.: **453058280** | State of Incorporation: **MD** | Fiscal Year End: **1231**
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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 16, 2013** (May 15, 2013)

CION Investment Corporation

(Exact Name of Registrant as Specified in Charter)

Maryland

(State or Other Jurisdiction of
Incorporation)

000-54755

(Commission File Number)

45-3058280

(I.R.S. Employer Identification No.)

**3 Park Avenue, 36th Floor
New York, New York 10016**

(Address of Principal Executive Offices)

(212) 418-4700

(Registrant's telephone number, including area code)

(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))

Item 2.02. Results of Operations and Financial Condition.

On May 15, 2013, the board of directors of CĪON Investment Corporation (“CĪON”) declared two regular semi-monthly cash distributions payable in June 2013. Both distributions will be payable on June 3, 2013, the first, in the amount of \$0.029721 per share, to shareholders of record as of May 15, 2013, and the second, at the increased rate of \$0.029867 per share, to shareholders of record as of May 31, 2013.

Due to an increase in CĪON's public offering price approved by the board of directors on May 15, 2013 from \$10.19 per share to \$10.24 per share, CĪON increased the amount of the semi-monthly cash distribution payable to shareholders of record from \$0.029721 per share to \$0.029867 per share to maintain its annual distribution yield at 7.00% (based on the \$10.24 per share public offering price). The increase in the public offering price will be effective as of CĪON's May 16, 2013 semi-monthly closing and first applied to subscriptions received from May 1, 2013 through May 15, 2013.

A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

**EXHIBIT
NUMBER**

DESCRIPTION

99.1	Press release dated May 16, 2013
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CION Investment Corporation

Date: May 16, 2013

By: /s/ Michael A. Reisner
Co-President and Co-Chief Executive Officer

EXHIBIT LIST

EXHIBIT NUMBER	DESCRIPTION
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99.1	Press release dated May 16, 2013
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CION INVESTMENT CORPORATION INCREASES SHARE PRICE AND DECLARES CASH DISTRIBUTIONS

FOR IMMEDIATE RELEASE

NEW YORK, NY (May 16, 2013) - On May 15, 2013, the board of directors (the "Board") of CION Investment Corporation, an ICON Investments company ("CION"), declared two regular semi-monthly cash distributions payable in June 2013. Both distributions will be payable on June 3, 2013, the first, in the amount of \$0.029721 per share, to shareholders of record as of May 15, 2013, and the second, at the increased rate of \$0.029867 per share, to shareholders of record as of May 31, 2013.

Due to an increase in CION's public offering price approved by the Board on May 15, 2013 from \$10.19 per share to \$10.24 per share, CION increased the amount of the semi-monthly cash distribution payable to shareholders of record from \$0.029721 per share to \$0.029867 per share to maintain its annual distribution yield at 7.00% (based on the \$10.24 per share public offering price). The increase in the public offering price will be effective as of CION's May 16, 2013 semi-monthly closing and first applied to subscriptions received from May 1, 2013 through May 15, 2013.

Certain Information About Distributions

The determination of the tax attributes of CION's distributions is made annually as of the end of CION's fiscal year based upon its taxable income and distributions paid, in each case, for the full year. Therefore, a determination as to the tax attributes of the distributions made on a quarterly basis may not be representative of the actual tax attributes for a full year. CION intends to update shareholders quarterly with an estimated percentage of its distributions that resulted from taxable ordinary income. The actual tax characteristics of distributions to shareholders will be reported to shareholders annually on a Form 1099-DIV. The payment of future distributions on CION's common stock is subject to the discretion of the Board and applicable legal restrictions, and therefore, there can be no assurance as to the amount or timing of any such future distributions.

CION may fund its cash distributions to shareholders from any sources of funds available to it, including offering proceeds, borrowings, net investment income from operations, capital gains proceeds from the sale of assets, non-capital gains proceeds from the sale of assets, dividends or other distributions paid to it on account of preferred and common equity investments in portfolio companies and expense reimbursements from ICON Investment Group, LLC ("IIG"), which are subject to recoupment. CION has not established limits on the amount of funds it may use from available sources to make distributions. For a significant time after the commencement of its offering, a substantial portion of CION's distributions may result

from expense reimbursements from IIG, which are subject to repayment by CION within three years. The purpose of this arrangement is to avoid such distributions being characterized as returns of capital. Shareholders should understand that any such distributions are not based on CION's investment performance, and can only be sustained if CION achieves positive investment performance in future periods and/or IIG continues to make such expense reimbursements. Shareholders should also understand that CION's future repayments will reduce the distributions that they would otherwise receive. There can be no assurance that CION will achieve such performance in order to sustain these distributions, or be able to pay distributions at all. IIG has no obligation to provide expense reimbursements to CION in future periods.

ABOUT CION INVESTMENT CORPORATION

CION is a middle-market loan fund that is structured as a publicly registered, unlisted business development company, or BDC. CION offers individual investors the opportunity to invest primarily in the senior-secured debt of private U.S. middle market companies. CION leverages the experience of its adviser – CION Investment Management, LLC, an ICON Investments company – and its sub-adviser – Apollo Investment Management, L.P., a subsidiary of Apollo Global Management, LLC – to meet its investment objective of generating current income and, to a lesser extent, long-term capital appreciation for its investors. For more information, please visit www.cioninvestmentcorp.com.



ABOUT ICON

ICON Investments (“ICON”) provides innovative alternative investment solutions to individual and institutional investors through publicly-registered programs, private funds, and separately managed accounts. As part of its business strategy, ICON has a growing suite of integrated alternative solutions for the intermediary channel, which currently includes: ICON ECI Fund 15, ICON Oil & Gas Fund, and CION. ICON and its affiliates have managed investments for more than 58,000 investors and made more than \$4.5 billion in total investments. ICON distributes its current sponsored offerings through its affiliated dealer manager, ICON Securities, LLC. For more information, please visit www.iconinvestments.com.

ABOUT APOLLO

Apollo Global Management, LLC together with its subsidiaries (“Apollo”) is a leading global alternative investment manager with offices in New York, Houston, Los Angeles, London, Frankfurt, Luxembourg, Singapore, Mumbai and Hong Kong. Apollo had assets under management of approximately \$114 billion as of March 31, 2013, in private equity, credit and real estate funds invested across a core group of nine industries where Apollo has considerable knowledge and resources. For more information about Apollo, please visit www.agm.com.

FORWARD LOOKING STATEMENTS

The information in this press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are identified by words such as “may,” “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “would,” “could,” “should,” and variations of these words and similar expressions, including references to assumptions and forecasts of future results. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. CION undertakes no obligation to update any forward-looking statements contained herein to conform the statements to actual results or changes in its expectations.

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