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

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 3, 2011

PennantPark Investment Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

814-00736
(Commission
File Number)

20-8250744
(IRS Employer
Identification No.)

590 Madison Avenue, 15th Floor, New York, NY
(Address of principal executive offices)

10022
(Zip Code)

Registrant's telephone number, including area code: **212-905-1000**

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On February 1, 2011, the Company held its annual meeting of stockholders (the "Annual Meeting"). On February 3, 2011 the Company reported that at the Annual Meeting, the Company's stockholders approved three proposals. After a further review of how votes must be counted on proposal three, the Company has come to the conclusion that proposal three failed. Even though proposal three passed based on the number of votes cast, the broker non-votes must be added to the total number of votes present to determine whether the proposal passed. The Company initially omitted the broker non-votes from the calculation. When properly included in the number of votes present, the broker non-votes caused proposal three to fail. The proposals are described in detail in the Company's definitive proxy statement for the Annual Meeting as filed with the Securities and Exchange Commission on December 7, 2010. As of December 14, 2010, the record date, 36,223,950 shares of common stock were eligible to vote.

Proposal 1. The Company's stockholders elected two directors of the Company, each of whom will serve until the 2014 Annual Meeting, or until his successor is duly elected and qualifies or until his earlier resignation, removal from office, death or incapacity. The two directors were re-elected pursuant to the voting results set forth below:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Marshall Brozost	18,152,090	888,035	12,816,497
Samuel L. Katz	18,705,888	334,237	12,816,497

Proposal 2. The Company's stockholders ratified the selection of KPMG LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2011, as set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
31,725,951	89,119	41,552

Proposal 3. The Company's stockholders did not approve a proposal to authorize flexibility for the Company, with the approval of its Board of Directors, to sell shares of its common stock (during the 12 months subsequent to the date of the Annual Meeting) at a price below its then current net asset value per share subject to certain limitations as described the proxy statement. The proposal failed pursuant to the voting results set forth below:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
With Affiliates	15,244,768	3,645,047	150,310	12,816,497
% Outstanding	42.08%	10.06%	0.41%	35.38%
Without Affiliates	14,460,027	3,645,047	90,210	12,816,497
% Outstanding	40.89%	10.31%	0.26%	36.23%

SIGNATURE

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.

PennantPark Investment Corporation

(Registrant)

February 7, 2011
(Date)

/s/ AVIV EFRAT

Aviv Efrat
Chief Financial Officer & Treasurer