

APOLLO INVESTMENT CORP  
Form 10-K/A  
September 15, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 10-K/A**

(Amendment No. 1)

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**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934  
FOR THE FISCAL YEAR ENDED MARCH 31, 2006**

OR

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934  
FOR THE TRANSITION PERIOD FROM TO**

COMMISSION FILE NUMBER: 814-00646

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**APOLLO INVESTMENT CORPORATION**

(Exact name of registrant as specified in its charter)

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Maryland  
(State of Incorporation)

52-2439556  
(I.R.S. Employer Identification Number)

9 West 57th Street, 41st floor

New York, N.Y.

10019

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 515-3200

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Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Title of each class

Common Stock, par value

\$0.001 per share

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act) Yes  No

The aggregate market value of common stock held by non-affiliates of the Registrant on September 30, 2005 based on the closing price on that date of \$19.80 on the NASDAQ National Market was \$1,227,173,328. For the purposes of calculating this amount only, all directors and executive officers of the Registrant have been treated as affiliates. There were 81,605,018 shares of the Registrant's common stock outstanding as of August 31, 2006.

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**EXPLANATORY NOTE**

The purpose of this Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended March 31, 2006 (the Original Filing ), which was filed with the Securities and Exchange Commission on June 12, 2006, is to file revised officer certifications as Exhibits 31.1 and 31.2. No other items of the Original Filing are being amended hereby.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on September 15, 2006.

**APOLLO INVESTMENT CORPORATION**

By: */s/ John J. Hannan*  
**John J. Hannan**  
**Chairman of the Board of Directors**

**and Chief Executive Officer**