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

NOTIFICATION OF REDEMPTION OF SECURITIES PURSUANT TO RULE 23C-2  
UNDER THE INVESTMENT COMPANY ACT OF 1940

File No. 817-01312

PHENIXFIN CORPORATION  
(Name of Registrant)

445 Park Avenue, 10<sup>th</sup> Floor  
New York, NY 10022  
(Address of Principal Executive Office)

The undersigned here notifies the Securities and Exchange Commission (the "*Commission*") that it intends to redeem securities of which it is the issuer, as set forth below in accordance with the requirements of Rule 23c-2 under the Investment Company Act of 1940, as amended.

- (1) Title of the class of securities of PhenixFIN Corporation (the "*Company*") to be redeemed:

6.125% Notes due 2023 (CUSIP: 71742W 202) (the "*Notes*").

- (2) Date on which the securities are to be redeemed:

The Notes will be redeemed on January 17, 2023.

- (3) Applicable provisions of the governing instrument pursuant to which the securities are to be redeemed:

The Notes are to be redeemed pursuant to (i) Article Eleven of the Company's base indenture governing the Notes, dated as of February 7, 2012 (the "*Base Indenture*"), between the Company and U.S. Bank National Association, as trustee, and (ii) Section 101(h) of the Second Supplemental Indenture, dated as of March 18, 2013, between the Company and U.S. Bank National Association, as trustee (the "*Second Supplemental Indenture*").

- (4) The principal amount or number of shares and the basis upon which the securities to be redeemed are to be selected:

The Company will redeem \$22,521,800 in aggregate principal amount of the issued and outstanding Notes pursuant to the terms of the Base Indenture and the Second Supplemental Indenture.

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**SIGNATURE**

Pursuant to the requirements of Rule 23c-2 under the Investment Company Act of 1940, as amended, the Company has duly caused this Notice of Intention to Redeem Securities to be signed on its behalf by the undersigned on this 15<sup>th</sup> day of December, 2022.

**PHENIXFIN CORPORATION**

By: /s/David Lorber

Name: David Lorber

Title: Chairman and Chief Executive Officer

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