

BABSON CAPITAL CORPORATE INVESTORS
Form SC 13G/A
February 14, 2012

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5) *

Babson Capital Corporate Investors
(NAME OF ISSUER)

Common Shares
(TITLE OF CLASS OF SECURITIES)

05617K109
(CUSIP NUMBER)

December 31, 2011
(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).

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1 NAMES OF REPORTING PERSONS:

Massachusetts Mutual Life Insurance Company

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

	5	SOLE VOTING POWER	
			1,637,554
NUMBER OF			
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY			0
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			1,637,554
PERSON			
WITH	8	SHARED DISPOSITIVE POWER	
			0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,637,554

Massachusetts Mutual Life Insurance Company holds a \$30,000,000 Senior Fixed Rate Convertible Note that is convertible into an equivalent dollar amount of common shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.91%

The conversion rate of the Senior Fixed Rate Convertible Note is based on the market price of Babson Capital Corporate Investor's common shares, so Massachusetts Mutual Life Insurance Company's beneficial ownership may be slightly greater than or less than 10% at the end of any given month.

12 TYPE OF REPORTING PERSON

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Item 1(a) Name of Issuer:

Babson Capital Corporate Investors

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1(b) Address of Issuer's Principal Executive Offices:
1500 Main Street
Springfield, MA 01115

Item 2(a) Name of Person Filing:
Massachusetts Mutual Life Insurance Company

2(b) Address of Principal Business Office or, if None, Residence:
Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, MA 01111

2(c) Citizenship:
Commonwealth of Massachusetts

2(d) Title of Class of Securities:
Common Shares

2(e) CUSIP Number:
05617K109

Item 3 This statement is filed pursuant to Rule 13d-1(b) by Massachusetts Mutual Life Insurance Company, an insurance company as defined in Section 3(a)(19) of the Securities Exchange Act of 1934.

Item 4 Ownership

4(a) Amount beneficially owned:
Massachusetts Mutual Life Insurance Company ("MassMutual") is the holder of a \$30,000,000 Babson Capital Corporate Investors ("MMCI") Senior Fixed Rate Convertible Note (the "Note") entered into November 15, 2007 and due November 15, 2017. The dollar amount of principal of the Note is convertible into an equivalent dollar amount of MMCI's common shares based upon the average price of MMCI's common shares for ten business days prior to MassMutual's notice of conversion. The ten business day average closing market price of MMCI's common shares for

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the ten-day period ended December 31, 2011 was \$18.32 and as such the Note would have converted into approximately 1,637,554 common shares if the Note had been converted as of December 31, 2011. Since the conversion rate is based on the market price of MMCI's common shares, MassMutual's beneficial ownership may be slightly greater than or less than 10% at the end of any given month.

Total shares of common shares owned directly and indirectly:
1,637,554 (subject to change with market). Additionally Babson

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Item 10 Certifications:

By signing below MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY certifies that, to the best of its knowledge and belief, the security referred to above was acquired and is held in the ordinary course of business and was not acquired and is not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and was not acquired and is not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY certifies that the information set forth in this statement is true, complete, and correct.

Dated: February 14, 2012

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

By:

Name: Bradley Lucido

Title: SeniorVice President and Chief Compliance Officer