

PROSPECT CAPITAL CORP  
Form 8-K  
December 12, 2012

**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): **December 12, 2012 (December 7, 2012)**

**PROSPECT CAPITAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of jurisdiction)

**814-00659**  
(Commission File No.)

**43-2048643**  
(IRS Employer  
Identification No.)

**10 East 40th Street, 44th Floor, New York, NY 10016**  
(Address of principal executive offices and zip code)

**212-448-0702**

(Registrant's telephone number, including area code)

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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.**

At 10:30 a.m. (Eastern Time) on December 7, 2012, Prospect Capital Corporation (the Company) held its Annual Meeting of Stockholders at the Company's offices at 10 East 40th Street, 44th Floor, New York, New York 10016 (the Annual Meeting). At the Annual Meeting, the Company's common stockholders voted on three proposals, all of which were approved. 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 (the SEC) on September 10, 2012. As of September 10, 2012, the record date, 166,312,522 shares of common stock were eligible to vote, which included 3,197,803 shares owned by affiliates. The final voting results from the Annual Meeting were as follows:

**Proposal 1.** The Company's stockholders elected two directors of the Company. Each of Andrew C. Cooper and M. Grier Eliasek will serve as a Class II director until the annual meeting of stockholders of the Company in 2015 and 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:

| Name             | For         | Withheld  | Broker Non-Votes |
|------------------|-------------|-----------|------------------|
| Andrew C. Cooper | 121,740,383 | 4,632,353 | 1,203            |
| M. Grier Eliasek | 116,959,919 | 9,412,817 | 1,203            |

**Proposal 2.** The Company's stockholders ratified the selection of BDO USA LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013, as set forth below:

| For         | Against   | Abstained | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 123,915,523 | 1,539,000 | 918,208   | 1,208            |

**Proposal 3.** The Company's stockholders approved a proposal to authorize the Company, with the approval of its Board of Directors, to sell or otherwise issue shares of its common stock (during the next 12 months) at a price or prices below the Company's then current net asset value per share in one or more offerings subject to certain conditions described in detail in the Company's definitive proxy statement as filed with the SEC on September 10, 2012 (including that the number of shares sold on any given date does not exceed 25% of its outstanding common stock immediately prior to such sale), as set forth below:

| For        | Against    | Abstained | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 97,511,357 | 14,627,850 | 1,426,649 | 12,808,083       |

The vote on the above proposal, adjusted for 3,197,803 affiliated shares, was as follows:

| For        | Against    | Abstained | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 94,313,554 | 14,627,850 | 1,426,649 | 12,808,083       |



**SIGNATURES**

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

**Prospect Capital Corporation**

Dated: December 12, 2012

By:

/s/ John F. Barry III

John F. Barry III

Chief Executive Officer