

PROSPECT CAPITAL CORP
Form 8-A12B
December 17, 2015

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PROSPECT CAPITAL CORPORATION
(Exact name of registrant as specified in its charter)

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| Maryland (State of incorporation or organization) | 43-2048643 (I.R.S. Employer or Identification No.) |
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|---|---------------------|
| 10 East 40th Street, 42nd Floor New York, New York (Address of principal executive offices) | 10016 (Zip Code) |
|---|---------------------|

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

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 6.25% Notes due 2024 | The New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is to become effective General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates: 333-206661

Securities to be registered pursuant to Section 12(b) of the Act: 6.25% Notes due 2024

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

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are 6.25% notes due June 15, 2024 (the "Notes") of Prospect Capital Corporation (the "Company"). The description of the Notes contained in the section entitled "Description of the Notes" in the Prospectus Supplement, dated December 3, 2015, included in the Company's Registration Statement on Form N-2 (File No. 333-206661) filed with the Securities and Exchange Commission on November 2, 2015 (as amended from time to time, the "Registration Statement"), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

- (a)(1) Articles of Amendment and Restatement*
- (b)(1) Amended and Restated By-Laws**

* Incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K, filed on May 9, 2014.

** Incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K, filed on December 11, 2015.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PROSPECT CAPITAL CORPORATION
(Registrant)

Date: December 17, 2015

By: /s/ M. Grier Eliasek
Name: M. Grier Eliasek
Title: President and Chief Operating Officer