

PROSPECT CAPITAL CORP  
Form 8-K  
December 06, 2016

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 6, 2016 (December 2, 2016)

Prospect Capital Corporation  
(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| MARYLAND  | 814-00659                | 43-2048643                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

10 East 40th Street, 42nd Floor, New York, New York 10016  
(Address of principal executive offices, including 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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

At 10:30 a.m. (Eastern Time) on December 2, 2016, Prospect Capital Corporation (the “Company”) held its Annual Meeting of Stockholders at the Company’s offices at 10 East 40th Street, 42nd Floor, New York, New York 10016 (the “Annual Meeting”). At the Annual Meeting, the Company’s common stockholders voted on two 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 12, 2016. As of September 12, 2016, the record date, 357,724,896 shares of common stock were eligible to vote, which included 23,783,896 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 John F. Barry III and Eugene S. Stark will serve as a Class III director until the annual meeting of stockholders of the Company in 2019 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            | Against       | Abstained    | Broker Non-Votes |
|-------------------|----------------|---------------|--------------|------------------|
| John F. Barry III | 194,645,125.36 | 11,059,326.93 | 5,629,974.00 | -                |
| Eugene S. Stark   | 190,709,816.36 | 10,589,242.93 | 6,035,368.00 | -                |

Proposal 2. The Company’s stockholders approved a proposal to authorize the Company, with the approval of its Board of Directors, to sell 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 12, 2016 (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 |
|----------------|---------------|--------------|------------------|
| 155,349,715.02 | 45,545,872.73 | 6,438,840.53 | -                |

The vote on the above proposal, adjusted for 23,783,896 affiliated shares, was as follows:

| For            | Against       | Abstained    | Broker Non-Votes |
|----------------|---------------|--------------|------------------|
| 131,565,819.00 | 45,545,872.73 | 6,438,840.53 | -                |

SIGNATURE

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

By: /s/ John F. Barry III  
Name: John F. Barry III  
Title: Chief Executive Officer  
Date: December 6, 2016