

Clearwater Paper Corp
 Form 4
 February 26, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERTZ JOHN

 (Last) (First) (Middle)
 601 W. RIVERSIDE AVE., SUITE 1100

 (Street)
 SPOKANE, WA 99201

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Clearwater Paper Corp [CLW]
 3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2014
 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 Senior Vice President
 6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock ⁽¹⁾	02/24/2014		A	2,169 ₍₂₎	\$ 0 29,858	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 66.97	02/24/2014		A	9,753	(3) 02/24/2024	Common Stock	9,753

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERTZ JOHN 601 W. RIVERSIDE AVE. SUITE 1100 SPOKANE, WA 99201			Senior Vice President	

Signatures

/s/ Michael S. Gadd,
Attorney-in-Fact
Date: 02/26/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents award of restricted stock units ("RSUs"). RSUs may be settled only for shares of common stock on a one-for-one basis. Represents award of RSUs that will vest on December 31, 2016, assuming continued employment. During the vesting period, an amount equal to the dividends that would have been paid on the RSUs had they been in the form of common stock will be converted into additional RSUs.
- (2) equal to the dividends that would have been paid on the RSUs had they been in the form of common stock will be converted into additional RSUs.
- (3) The option becomes exercisable on December 31, 2016, assuming continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. tion, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)

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(d)(255)

Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(254))(92)

(d)(256)

One Hundred-Nineteenth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)

(d)(257)

Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(256))(92)

(d)(258)

One Hundred-Twentieth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)

(d)(259)

Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(258))(92)

(d)(260)

One Hundred Twenty-First Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)

(d)(261)

Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(260))(93)

(d)(262)

One Hundred Twenty-Second Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)

(d)(263)

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Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(262))(93)

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Exhibit No.	Description
(d)(264)	One Hundred Twenty-Third Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(265)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(264))(93)
(d)(266)	One Hundred Twenty-Fourth Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(267)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(266))(93)
(d)(268)	One Hundred Twenty-Fifth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(269)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(268))(94)
(d)(270)	One Hundred Twenty-Sixth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(271)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(270))(94)
(d)(272)	One Hundred Twenty-Seventh Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(273)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(272))(94)

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Exhibit No.	Description
(d)(274)	One Hundred Twenty-Eighth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(275)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(274))(94)
(d)(276)	One Hundred Twenty-Ninth Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(277)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(276))(95)
(d)(278)	One Hundred Thirtieth Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(279)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(278))(95)
(d)(280)	One Hundred Thirty-First Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(281)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(280))(95)
(d)(282)	One Hundred Thirty-Second Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(283)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(282))(95)

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Exhibit No.	Description
(d)(284)	One Hundred Thirty-Third Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(285)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(284))(96)
(d)(286)	One Hundred Thirty-Fourth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(287)	Form of 5.750% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(286))(96)
(d)(288)	One Hundred Thirty-Fifth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(289)	Form of 6.125% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(288))(96)
(d)(290)	One Hundred Thirty-Sixth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(291)	Form of 6.625% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(290))(96)
(d)(292)	One Hundred Thirty-Seventh Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(293)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(292))(97)

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Exhibit No.	Description
(d)(294)	One Hundred Thirty-Eighth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(295)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(294))(97)
(d)(296)	One Hundred Thirty-Ninth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(297)	Form of 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(296))(97)
(d)(298)	One Hundred Fortieth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(299)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(298))(97)
(d)(300)	One Hundred Forty-First Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(301)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(300))(98)
(d)(302)	One Hundred Forty-Second Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(303)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(302))(98)

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Exhibit No.	Description
(d)(304)	One Hundred Forty-Third Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(305)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(304))(98)
(d)(306)	One Hundred Forty-Fourth Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(307)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(306))(98)
(d)(308)	One Hundred Forty-Fifth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(309)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(308))(99)
(d)(310)	One Hundred Forty-Sixth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(311)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(310))(99)
(d)(312)	One Hundred Forty-Seventh Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(313)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(312))(99)

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Exhibit No.	Description
(d)(314)	One Hundred Forty-Eighth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(315)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(314))(99)
(d)(316)	One Hundred Forty-Ninth Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(317)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(316))(101)
(d)(318)	One Hundred Fiftieth Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(319)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(318))(101)
(d)(320)	One Hundred Fifty-First Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(321)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(320))(101)
(d)(322)	One Hundred Fifty-Second Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(323)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(322))(101)

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Exhibit No.	Description
(d)(324)	One Hundred Fifty-Third Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(325)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(324))(102)
(d)(326)	One Hundred Fifty-Fourth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(327)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(326))(102)
(d)(328)	One Hundred Fifty-Fifth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(329)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(328))(102)
(d)(330)	One Hundred Fifty-Sixth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(331)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(330))(102)
(d)(332)	One Hundred Fifty-Seventh Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(333)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(332))(103)

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Exhibit No.	Description
(d)(334)	One Hundred Fifty-Eighth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(335)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(334))(103)
(d)(336)	One Hundred Fifty-Ninth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(337)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(336))(103)
(d)(338)	One Hundred Sixtieth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(339)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(338))(103)
(d)(340)	One Hundred Sixty-First Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(341)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(340))(104)
(d)(342)	One Hundred Sixty-Second Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(343)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(342))(104)

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Exhibit No.	Description
(d)(344)	One Hundred Sixty-Third Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(345)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(344))(104)
(d)(346)	One Hundred Sixty-Fourth Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(347)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(346))(104)
(d)(348)	One Hundred Sixty-Fifth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(349)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(348))(105)
(d)(350)	One Hundred Sixty-Sixth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(351)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(350))(105)
(d)(352)	One Hundred Sixty-Seventh Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(353)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(352))(105)

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Exhibit No.	Description
(d)(354)	One Hundred Sixty-Eighth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(355)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(354))(105)
(d)(356)	One Hundred Sixty-Ninth Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(357)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(356))(106)
(d)(358)	One Hundred Seventieth Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(359)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(358))(106)
(d)(360)	One Hundred Seventy-First Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(361)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(360))(106)
(d)(362)	One Hundred Seventy-Second Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(363)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(362))(106)
(e)	Form of Dividend Reinvestment Plan(2)
(f)	Not Applicable
(g)	Form of Investment Advisory Agreement between Registrant and Prospect Capital Management LLC(2)

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Exhibit No.	Description
(h)(1)	Form of Underwriting Agreement(9)
(h)(2)	Form of Equity Distribution Agreement(30)
(h)(3)	Third Amended and Restated Selling Agent Agreement, dated October 15, 2013, by and among, the Registrant, Prospect Capital Management LLC, Prospect Administration LLC, Incapital LLC and the Agents named therein and added from time to time
(i)	Not Applicable
(j)(1)	Custody Agreement, dated as of January 23, 2013, by and between the Registrant and U.S. Bank National Association(5)
(j)(2)	Custody Agreement, dated as of April 24, 2013, by and between the Registrant and Israeli Discount Bank of New York Ltd.(7)
(k)(1)	Form of Administration Agreement between Registrant and Prospect Administration LLC(2)
(k)(2)	Form of Transfer Agency and Registrar Services Agreement(4)
(k)(3)	Form of Trademark License Agreement between the Registrant and Prospect Capital Management(2)
(k)(4)	Agreement and Plan of Merger dated August 3, 2009 between Prospect Capital Corporation and Patriot Capital Funding, Inc.(6)
(k)(5)	Master Purchase and Sale and Contribution Agreement, dated as of March 19, 2012, by and among Prospect Capital Corporation, First Tower Corp., certain other entities related to Prospect Capital Corporation and certain shareholders of First Tower Corp.(18)
(k)(6)	Fourth Amended and Restated Loan and Servicing Agreement, dated March 27, 2012, among Prospect Capital Funding LLC, Prospect Capital Corporation, the lenders from time to time party thereto, the managing agents from time to time party thereto, Key Equipment Finance Inc. and Royal Bank of Canada as Syndication Agents, U.S. Bank National Association as Calculation Agent, Paying Agent and Documentation Agent, Key Equipment Finance Inc. as Facility Agent, and Key Equipment Finance Inc. as Structuring Agent, Sole Lead Arranger and Sole Bookrunner(19)
(l)(1)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(100)
(l)(2)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(100)
(l)(3)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant
(m)	Not Applicable
(n)(1)	Consent of independent registered public accounting firm(107)
(n)(2)	Report of independent registered public accounting firm on Senior Securities table(107)
(n)(3)	Power of Attorney(100)
(o)	Not Applicable
(p)	Not Applicable
(q)	Not Applicable
(r)	Code of Ethics(14)
99.1	Form of Preliminary Prospectus Supplement For Common Stock Offerings(100)

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Exhibit No.	Description
99.2	Form of Preliminary Prospectus Supplement For Preferred Stock Offerings(100)
99.3	Form of Preliminary Prospectus Supplement For Debt Offerings(100)
99.4	Form of Preliminary Prospectus Supplement For Rights Offerings(100)
99.5	Form of Preliminary Prospectus Supplement For Warrant Offerings(100)
99.6	Form of Preliminary Prospectus Supplement For Unit Offerings(100)

-
- (1) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on July 30, 2012.
 - (2) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-114552), filed on July 6, 2004.
 - (3) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on August 26, 2011.
 - (4) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-114552), filed on July 23, 2004.
 - (5) Incorporated by reference to Exhibit 4.22 of the Registrant's Form 10-Q filed on May 6, 2013.
 - (6) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on August 5, 2009.
 - (7) Incorporated by reference to Exhibit 10.258 of the Registrant's Form 10-K filed on August 21, 2013.
 - (8) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on February 18, 2011.
 - (9) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-170724), filed on April 6, 2011.
 - (10) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2010.
 - (11) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on February 18, 2011.
 - (12) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 1, 2011.
 - (13) Intentionally deleted.
 - (14) Incorporated by reference to Exhibit 14 of the Registrant's Form 10-K filed on August 21, 2013.
 - (15) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 176637), filed on March 1, 2012.
 - (16) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 176637), filed on March 8, 2012.

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- (17) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 14, 2012.
- (18) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on March 21, 2012.
- (19) Incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed on April 2, 2012.
- (20) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 5, 2012.
- (21) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 12, 2012.
- (22) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on April 16, 2012.
- (23) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on April 16, 2012.
- (24) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 26, 2012.
- (25) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on May 7, 2012.
- (26) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on May 7, 2012.
- (27) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on June 14, 2012.
- (28) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on June 28, 2012.
- (29) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 6, 2012.
- (30) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-170724), filed on January 27, 2011.
- (31) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 12, 2012.
- (32) Intentionally deleted.
- (33) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 15 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 19, 2012.
- (34) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 26, 2012.

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- (35) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 2, 2012.
- (36) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 9, 2012.
- (37) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on August 14, 2012.
- (38) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on August 14, 2012.
- (39) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 16, 2012.
- (40) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 20 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 23, 2012.
- (41) Intentionally deleted.
- (42) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 7, 2012.
- (43) Intentionally deleted.
- (44) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 13, 2012.
- (45) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 20, 2012.
- (46) Intentionally deleted.
- (47) Intentionally deleted.
- (48) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 27, 2012.
- (49) Intentionally deleted.
- (50) Intentionally deleted.
- (51) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on October 4, 2012.
- (52) Intentionally deleted.
- (53) Intentionally deleted.
- (54) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on November 23, 2012.

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- (55) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on November 29, 2012.
- (56) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 4 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 6, 2012.
- (57) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 13, 2012.
- (58) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 20, 2012.
- (59) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2012.
- (60) Intentionally deleted.
- (61) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 28, 2012.
- (62) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 9 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 4, 2013.
- (63) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 10, 2013.
- (64) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 17, 2013.
- (65) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 25, 2013.
- (66) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 31, 2013.
- (67) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 14 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 7, 2013.
- (68) Intentionally deleted.
- (69) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 22, 2013.
- (70) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 28, 2013.

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- (71) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 7, 2013.
- (72) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 14, 2013.
- (73) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on March 15, 2013.
- (74) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on March 15, 2013.
- (75) Intentionally deleted.
- (76) Intentionally deleted.
- (77) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 21 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 21, 2013.
- (78) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 28, 2013.
- (79) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 23 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 4, 2013.
- (80) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 11, 2013.
- (81) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 18, 2013.
- (82) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 25, 2013.
- (83) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 2, 2013.
- (84) Intentionally deleted.
- (85) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 29 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 9, 2013.
- (86) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 30 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 23, 2013.
- (87) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 31 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 31, 2013.

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- (88) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 32 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 6, 2013.
- (89) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 33 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 13, 2013.
- (90) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 34 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 20, 2013.
- (91) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 35 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 27, 2013.
- (92) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 36 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 5, 2013.
- (93) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 37 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 11, 2013.
- (94) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 38 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 18, 2013.
- (95) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 39 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 25, 2013.
- (96) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 40 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 1, 2013.
- (97) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 41 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 8, 2013.
- (98) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 42 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 15, 2013.
- (99) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 43 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 22, 2013.
- (100) Incorporated by reference to the corresponding exhibit number to the Registrant's pre-effective Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on August 27, 2013.
- (101) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 45 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on September 6, 2013.

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- (102) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 46 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 12, 2013.
- (103) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 47 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 19, 2013.
- (104) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 48 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 26, 2013.
- (105) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 49 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 3, 2013.
- (106) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 50 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 10, 2013.
- (107) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 11, 2013.

Filed herewith.

- * To be filed by amendment.

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ITEM 26. MARKETING ARRANGEMENTS

The information contained under the heading "Plan of Distribution" on this Registration Statement is incorporated herein by reference and any information concerning any underwriters will be contained in the accompanying prospectus supplement, if any.

ITEM 27. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

Commission registration fee	\$	659,194
NASDAQ Global Select Additional Listing Fees		65,000
Accounting fees and expenses		500,000
Legal fees and expenses		1,000,000
Printing and engraving		500,000
Miscellaneous fees and expenses		100,000
Total	\$	2,824,194

** These amounts are estimates.

All of the expenses set forth above shall be borne by the Company.

ITEM 28. PERSONS CONTROLLED BY OR UNDER COMMON CONTROL

As of June 30, 2013, the following list sets forth entities in which the Registrant owns a controlling interest, the state under whose laws the entity is organized, and the percentage of voting securities or membership interests owned by the Registrant in such entity. None of these entities are consolidated for purposes of financial reporting.

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned
AMU Holdings, Inc. (Delaware)	100.0%
AIRMALL USA Holdings Inc. (Delaware)	100.0%
AIRMALL USA Inc. (Delaware)	100.0%
AIRMALL Boston Inc. (Delaware)	100.0%
AIRMALL Pittsburgh Inc. (Delaware)	100.0%
AIRMALL Maryland Inc. (Maryland)	100.0%
AIRMALL Cleveland Inc. (Delaware)	100.0%
ARRM Holdings Inc. (Delaware)	100.0%
Ajax Rolled Ring & Machine, LLC (Delaware)	78.0%
Borga, Inc. (California)	100.0%
Energy Solutions Holdings Inc. (Delaware)	100.0%
Change Clean Energy Holdings, LLC (Delaware)	100.0%
Change Clean Energy LLC (Delaware)	100.0%
DownEast Power Company, LLC (Delaware)	100.0%

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Biochips, LLC (Maine)	51.0%
Yatesville Coal Holdings, LLC (Delaware)	100.0%
North Fork Collieries LLC (Delaware)	100.0%
Gas Solutions GP LLC (Delaware)	100.0%
Gas Solutions LP LLC (Delaware)	100.0%
Gas Solutions II Ltd. (Texas)	100.0%
Freedom Marine Holdings, LLC (Delaware)	100.0%
Vessel Holdings, LLC (Louisiana)	100.0%
Jettco Marine Services LLC (Delaware)	100.0%

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Name of Entity and Place of Jurisdiction	% of Voting Securities Owned
M.V. Gulf Endeavor L.L.C. (Louisiana)	100.0%
M.V. Clint L.L.C. (Louisiana)	100.0%
M.V. JF Jett L.L.C. (Louisiana)	100.0%
First Tower Holdings of Delaware LLC (Delaware)	100.0%
First Tower Holdings LLC (Mississippi)	80.1%
First Tower, LLC (Mississippi)	80.1%
First Tower Loan, LLC (Louisiana)	80.1%
Gulfco of Louisiana, LLC (Louisiana)	80.1%
Gulfco of Mississippi, LLC (Mississippi)	80.1%
Gulfco of Alabama, LLC (Alabama)	80.1%
Tower Loan of Illinois, LLC (Mississippi)	80.1%
Tower Loan of Mississippi, LLC (Mississippi)	80.1%
Tower Loan of Missouri, LLC (Mississippi)	80.1%
Tower Auto Loan, LLC (Mississippi)	80.1%
American Federated Holding Company (Mississippi)	80.1%
American Federated Insurance Company, Inc. (Mississippi)	80.1%
American Federated Life Insurance Company, Inc. (Mississippi)	80.1%
Integrated Contract Services, Inc. (Delaware)	100.0%
Manx Energy, Inc. (Delaware)*	42.0%
Kinley Exploration LLC (Kansas)*	42.0%
NMMB Holdings, Inc. (Delaware)	100.0%
NMMB Acquisition, Inc. (Delaware)	83.5%
MPM Holding, Inc. (Delaware)	83.5%
Armed Forces Communications, Inc. (New York)	83.5%
Wolf Energy Holdings Inc. (Delaware)	100.0%
Wolf Energy, LLC (Delaware)	100.0%
Coalbed, LLC (Delaware)	100.0%
Coalbed Pipelines, LLC (Delaware)	100.0%
Appalachian Energy Holdings LLC (Delaware)	100.0%
C & S Operating, LLC (Delaware)	100.0%
East Cumberland, L.L.C. (West Virginia)	100.0%
The Healing Staff, Inc. (Texas)	100.0%
R-V Industries, Inc. (Pennsylvania)	88.3%
STI Holding, Inc. (Delaware)	100.0%
Vets Securing America, Inc. (Delaware)	100.0%
APH Property Holdings, LLC (Delaware)	100.0%
American Property Holdings Corp. (Maryland)	100.0%
146 Forest Parkway, LLC (Delaware)	100.0%
1557 Terrell Mill Road, LLC (Delaware)	92.6%
5100 Live Oaks Blvd, LLC (Delaware)	97.7%
APH Carroll Resort, LLC (Delaware)	95.0%
ARIUM Resort, LLC (Delaware)	95.0%
Arlington Park Marietta, LLC (Delaware)	93.3%
Lofton Place, LLC (Delaware)	93.2%
Vista Palma Sola, LLC (Delaware)	93.2%
AWCNC, LLC (Delaware)	100.0%
CCPI Holdings, Inc. (Delaware)	100.0%
CCPI Inc. (Delaware)	95.1%
CCPI Europe Limited (England)	95.1%
Mefec B.V. (Netherlands)	95.1%

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Name of Entity and Place of Jurisdiction	% of Voting Securities Owned
Credit Central Holdings of Delaware, LLC (Delaware)	100.0%
Credit Central Holdings, LLC (South Carolina)	74.8%
Credit Central, LLC (South Carolina)	74.8%
Credit Central South, LLC (South Carolina)	74.8%
Credit Central of Tennessee, LLC (South Carolina)	74.8%
Credit Central of Texas, LLC (South Carolina)	74.8%
Nationwide Acceptance Holdings LLC (Delaware)	100.0%
Nationwide Acceptance LLC (Delaware)	93.8%
Hercules Insurance Agency LLC (Illinois)	93.8%
Nationwide CAC LLC (Illinois)	93.8%
Nationwide Cassel LLC (Illinois)	93.8%
Nationwide Installment Services LLC (Illinois)	93.8%
Nationwide Loans LLC (Illinois)	93.8%
Nationwide Nevada LLC (Illinois)	93.8%
Nationwide Northwest LLC (Illinois)	93.8%
Nationwide Southeast LLC (Illinois)	93.8%
Nationwide West LLC (Illinois)	93.8%
NIKO Credit Services LLC (Illinois)	93.8%
Valley Electric Holdings I, Inc. (Delaware)	100.0%
Valley Electric Holdings II, Inc. (Delaware)	100.0%
Valley Electric Co. of Mt. Vernon, Inc. (Washington)	96.3%

* The Registrant has the right to vote a controlling interest of the voting securities of Manx Energy, Inc. pursuant to proxies.

Prospect Capital Management LLC, a Delaware limited liability company, does not own any shares of the Registrant. Without conceding that Prospect Capital Management controls the Registrant, an affiliate of Prospect Capital Management is the general partner of, and may be deemed to control, the following entities:

Name	Jurisdiction of Organization
Prospect Street Ventures I, LLC	Delaware
Prospect Management Group LLC	Delaware
Prospect Street Broadband LLC	Delaware
Prospect Street Energy LLC	Delaware
Prospect Administration LLC	Delaware

ITEM 29. NUMBER OF HOLDERS OF SECURITIES

The following table sets forth the approximate number of record holders of our common stock at October 10, 2013.

Title of Class	Number of Record Holders
Common Stock, par value \$.001 per share	140

ITEM 30. INDEMNIFICATION

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as being material to the

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cause of action. Our charter contains such a provision which eliminates directors and officers liability to the maximum extent permitted by Maryland law, subject to the requirements of the 1940 Act.

Our charter authorizes us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to obligate ourselves to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee, from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. Our bylaws obligate us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner, member, manager or trustee and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in any such capacity from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. The charter and bylaws also permit us to indemnify and advance expenses to any person who served a predecessor of us in any of the capacities described above and any of our employees or agents or any employees or agents of our predecessor. In accordance with the 1940 Act, we will not indemnify any person for any liability to which such person would be subject by reason of such person's willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

Maryland law requires a corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made, or threatened to be made, a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that a personal benefit was improperly received, unless in either case a court orders indemnification, and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (a) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (b) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

The Investment Advisory Agreement provides that, absent willful misfeasance, bad faith or gross negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Capital Management LLC (the Adviser) and its officers, managers, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of the

Adviser's services under the Investment Advisory Agreement or otherwise as an Investment Adviser of the Company.

The Administration Agreement provides that, absent willful misfeasance, bad faith or negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Administration LLC and its officers, manager, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of Prospect Administration LLC's services under the Administration Agreement or otherwise as administrator for the Company.

The Administrator is authorized to enter into one or more sub-administration agreements with other service providers (each a Sub-Administrator) pursuant to which the Administrator may obtain the services of the service providers in fulfilling its responsibilities hereunder. Any such sub-administration agreements shall be in accordance with the requirements of the 1940 Act and other applicable U.S. Federal and state law and shall contain a provision requiring the Sub-Administrator to comply with the same restrictions applicable to the Administrator.

ITEM 31. BUSINESS AND OTHER CONNECTIONS OF INVESTMENT ADVISER

A description of any other business, profession, vocation or employment of a substantial nature in which the Adviser, and each managing member, director or executive officer of the Adviser, is or has been during the past two fiscal years, engaged in for his or her own account or in the capacity of director, officer, employee, partner or trustee, is set forth in Part A of this Registration Statement in the section entitled Management. Additional information regarding the Adviser and its officers and directors is set forth in its Form ADV, as filed with the Securities and Exchange Commission (SEC File No. 801-62969), and is incorporated herein by reference.

ITEM 32. LOCATION OF ACCOUNTS AND RECORDS

All accounts, books and other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940, and the rules thereunder are maintained at the offices of:

- (1) the Registrant, Prospect Capital Corporation, 10 East 40th Street, 44th Floor, New York, NY 10016;
- (2) the Transfer Agent, American Stock Transfer & Trust Company;
- (3) the Custodian, U.S. Bank National Association; and

(4) the Adviser, Prospect Capital Management LLC, 10 East 40th Street, 44th Floor, New York, NY 10016.

ITEM 33. MANAGEMENT SERVICES

Not Applicable.

ITEM 34. UNDERTAKINGS

1. The Registrant undertakes to suspend the offering of shares until the prospectus is amended if (1) subsequent to the effective date of its registration statement, the net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement; or (2) the net asset value increases to an amount greater than the net proceeds as stated in the prospectus.

2. The Registrant undertakes if the securities being registered are to be offered to existing stockholders pursuant to warrants or rights, and any securities not taken by stockholders are to be reoffered to the public, to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by underwriters during the subscription period, the amount of unsubscribed securities to be purchased by underwriters, and the terms of any

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subsequent reoffering thereof. If any public offering by the underwriters of the securities being registered is to be made on terms differing from those set forth on the cover page of the prospectus, we will file a post-effective amendment to set forth the terms of such offering.

3. The Registrant undertakes:

(a) to file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement:

(1) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

(2) to reflect in the prospectus any facts or events after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(b) that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(d) that, for the purpose of determining liability under the 1933 Act to any purchaser, each prospectus filed pursuant to Rule 497(b), (c), (d) or (e) under the 1933 Act as part of a registration statement relating to an offering, other than prospectuses filed in reliance on Rule 430A under the 1933 Act, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

(e) that, for the purpose of determining liability of the Registrant under the 1933 Act to any purchaser in the initial distribution of securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to

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such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to the purchaser: (1) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 497 under the 1933 Act; (2) the portion of any advertisement pursuant to Rule 482 under the 1933 Act relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and (3) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

4. The Registrant undertakes that it will not sell any units consisting of combinations of securities that have not previously been described in a registration statement of the Registrant or an amendment thereto that was subject to review by the Commission and that subsequently became effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, in the State of New York, on the 15th day of October 2013.

PROSPECT CAPITAL CORPORATION

By:

/s/ JOHN F. BARRY III
John F. Barry III
*Chief Executive Officer and Chairman of the Board of
Directors*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 15, 2013. This document may be executed by the signatories hereto on any number of counterparts, all of which constitute one and the same instrument.

Signature	Title
/s/ JOHN F. BARRY III John F. Barry III	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
/s/ M. GRIER ELIASEK M. Grier Eliasek	Chief Operating Officer and Director
/s/ BRIAN H. OSWALD Brian H. Oswald	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
/s/ WILLIAM J. GREMP* William J. Grempe	Director
/s/ ANDREW C. COOPER* Andrew C. Cooper	Director
/s/ EUGENE S. STARK* Eugene S. Stark	Director

*By: /s/ M. GRIER ELIASEK
M. Grier Eliasek,
as Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description
(h)(3)	Third Amended and Restated Selling Agent Agreement, dated October 15, 2013, by and among, the Registrant, Prospect Capital Management LLC, Prospect Administration LLC, Incapital LLC and the Agents named therein and added from time to time
(l)(3)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant
