

PROSPECT CAPITAL CORP  
Form POS EX  
April 12, 2012

As filed with the Securities and Exchange Commission on April 12, 2012

Registration No. 333-176637

# U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM N-2

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**PRE-EFFECTIVE AMENDMENT NO.**  
 **POST-EFFECTIVE AMENDMENT NO. 6**

## PROSPECT CAPITAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

**10 East 40th Street, 44th Floor  
New York, NY 10016**

(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: **(212) 448-0702**

**John F. Barry III  
Brian H. Oswald  
c/o Prospect Capital Management LLC  
10 East 40th Street, 44th Floor**

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**New York, NY 10016**

**(212) 448-0702**

(Name and Address of Agent for Service)

Copies of information to:

**Richard T. Prins**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**4 Times Square**

**New York, NY 10036**

**(212) 735-3000**

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Approximate Date of Proposed Public Offering:

**From time to time after the effective date of this Registration Statement**

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If any of the securities being registered on this form are offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. x

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 6 to the Registration Statement on Form N-2 (File No. 333-176637) of Prospect Capital Corporation (the Registration Statement ) is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the Securities Act ), solely for the purpose of filing exhibits to the Registration Statement. Accordingly, this Post-Effective Amendment No. 6 consists only of a facing page, this explanatory note and Part C of the Registration Statement on Form N-2 setting forth the exhibits to the Registration Statement. This Post-Effective Amendment No. 6 does not modify any other part of the Registration Statement. Pursuant to Rule 462(d) under the Securities Act, this Post-Effective Amendment No. 6 shall become effective immediately upon filing with the Securities and Exchange Commission. The contents of the Registration Statement are hereby incorporated by reference.

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**PART C OTHER INFORMATION**

**ITEM 25. FINANCIAL STATEMENTS AND EXHIBITS**

(1) *Financial Statements*

The following statements of Prospect Capital Corporation (the Company or the Registrant ) are included in Part A of this Registration Statement:

**INDEX TO FINANCIAL STATEMENTS**

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(2) *Exhibits*

The agreements included or incorporated by reference as exhibits to this registration statement contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of materiality that are different from materiality under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this registration statement not misleading.

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Exhibit No.	Description
(a)(1)	Articles of Incorporation(1)
(a)(2)	Articles of Amendment and Restatement(2)
(a)(3)	Articles of Amendment(7)
(a)(4)	Articles of Amendment and Restatement(8)
(b)(1)	Amended and Restated Bylaws(3)
(c)	Not Applicable
(d)(1)	Form of Share Certificate(2)
(d)(2)	Form of Indenture(12)
(d)(3)	Indenture dated as of December 21, 2010 relating to the 6.25% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(10)
(d)(4)	Indenture dated as of February 14, 2011 relating to the 5.50% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(11)
(d)(5)	Statement of Eligibility of American Stock Transfer & Trust Company, LLC on Form T-1(13)
(d)(6)	Form of Selling Agent Agreement(13)
(d)(7)	Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(15)
(d)(8)	First Supplemental Indenture dated as of March 1, 2012, to the Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(15)
(d)(9)	Form of 7.00% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(8))(15)
(d)(10)	Second Supplemental Indenture dated as of March 8, 2012, to the Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(16)
(d)(11)	Joinder Supplemental Indenture dated as of March 8, 2012, to the Indenture dated as of February 16, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Original Trustee, and U.S. Bank National Association, as Series Trustee(16)
(d)(12)	Form of 6.900% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(10))(16)
(d)(13)	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(17)
(d)(14)	Third Supplemental Indenture dated as of April 5, 2012, 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
(d)(15)	Form of 6.850% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(14))
(d)(16)	Fourth Supplemental Indenture dated as of April 12, 2012, 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
(d)(17)	Form of 6.700% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(16))

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- (e) Form of Dividend Reinvestment Plan(2)
- (f) Not Applicable
- (g) Form of Investment Advisory Agreement between Registrant and Prospect Capital Management LLC(2)
- (h)(1) Form of Underwriting Agreement(9)
- (h)(2) Form of Equity Distribution Agreement(12)
- (i) Not Applicable
- (j) Form of Custodian Agreement(4)
- (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) Third Amended and Restated Loan and Servicing Agreement dated as of January 13, 2011 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, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Rabobank Nederland , New York Branch and Key Equipment Finance Inc. as Syndication Agents, U.S. Bank National Association as Calculation Agent, Paying Agent and Documentation Agent, and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Rabobank Nederland , New York Branch as Facility Agent(5)
- (k)(5) Agreement and Plan of Merger dated August 3, 2009 between Prospect Capital Corporation and Patriot Capital Funding, Inc.(6)
- (k)(6) 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)(7) 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)

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<b>Exhibit No.</b>	<b>Description</b>
(l)(1)	Opinion and Consent of Venable LLP, as special Maryland counsel for Registrant(13)
(l)(2)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(15)
(l)(3)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(15)
(l)(4)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(16)
(l)(5)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(16)
(m)	Not Applicable
(n)(1)	Consent of independent registered public accounting firm(14)
(n)(2)	Report of independent registered public accounting firm on Senior Securities table(14)
(n)(3)	Power of Attorney(12)
(o)	Not Applicable
(p)	Not Applicable
(q)	Not Applicable
(r)	Code of Ethics(12)

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(1) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-114552), filed on April 16, 2004.

(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 of 1933, 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 of 1933, as amended, on Form N-2 (File No. 333-114552), filed on July 23, 2004.

(5) Incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed on January 20, 2011.

(6) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on August 5, 2009.

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- (7) 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 of 1933 as amended, on Form N-2 (File No. 333-143819), filed on September 5, 2007.
- (8) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on September 7, 2010.
- (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 of 1933, 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 initial filing of this Registration Statement, filed on September 1, 2011.
- (13) Incorporated by reference to the corresponding exhibit number to Pre-Effective Amendment No. 1 of this Registration Statement, filed on October 11, 2011.
- (14) Incorporated by reference to the corresponding exhibit number to Pre-Effective Amendment No. 2 of this Registration Statement, filed on October 18, 2011.
- (15) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 1 of this Registration Statement, filed on March 1, 2012.
- (16) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 2 of this Registration Statement, filed on March 8, 2012.
- (17) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 3 of this Registration Statement, 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.



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(19) Incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed on April 2, 2012.

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