

PROSPECT CAPITAL CORP  
Form 8-A12B  
May 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

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

**PROSPECT CAPITAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation or  
organization)

**43-2048643**  
(I.R.S. Employer or  
Identification No.)

**10 East 40th Street, 44th Floor**  
**New York, New York**  
(Address of principal executive offices)

**10016**  
(Zip Code)

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

**Title of each class  
to be so registered**  
6.95% Senior Notes due 2022

**Name of each exchange on which  
each class is to be registered**  
The New York Stock Exchange

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

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

Securities Act registration statement file number to which this form relates: 333-176637

Securities to be registered pursuant to Section 12(b) of the Act: 6.95% Senior Notes due 2022

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

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The securities to be registered hereby are 6.95% senior notes due November 15, 2022 (the Notes) of Prospect Capital Corporation (the Company). The description of the Notes contained in the section entitled "Description of the Notes" in the Prospectus Supplement included in the Company's Registration Statement on Form N-2 (File No. 333-176637), filed with the Securities and Exchange Commission on April 24, 2012 (as amended from time to time, the Registration Statement), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

- a. Certificate of Incorporation\*
- b. By-Laws\*\*

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\* Incorporated herein by reference to Exhibit 3.1 of the Company's form 8-K filed on September 7, 2010.

\*\* Incorporated herein by reference to Exhibit 3.1 of the Company's form 8-K filed on August 26, 2011.

**SIGNATURE**

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

PROSPECT CAPITAL CORPORATION  
(Registrant)

Dated: May 17, 2012

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