

PROSPECT CAPITAL CORP  
Form 8-K  
September 07, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 31, 2010**

**PROSPECT CAPITAL CORPORATION**

(Exact name of registrant as specified in its charter)

Maryland

814-00659

43-2048643

(State of jurisdiction)

(Commission File No.)

(IRS Employer  
Identification No.)

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

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: 212-448-0702

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 31, 2010, the Company, pursuant to the Maryland General Corporation Law and after receipt of authorization from the Board of Directors of the Company, executed Articles of Amendment to increase the number of shares authorized for issuance by the Company from 100,000,000 to 200,000,000 in the aggregate.

A copy of the Articles of Amendment and Restatement as amended and restated on August 31, 2010 is furnished as Exhibit 3.1 to this report. The foregoing description of the Articles of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Articles of Amendment and Restatement, which are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

**Number**

**Description**

3.1 Articles of Amendment and Restatement of Prospect Capital Corporation

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Prospect Capital Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Prospect Capital Corporation**

Dated: September 7, 2010

By: /s/ John F. Barry III  
John F. Barry III  
Chief Executive Officer

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**EXHIBIT INDEX**

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Articles of Amendment and Restatement of Prospect Capital Corporation

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th="50"> 05/19/2009\*\*\_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).

Deferred Units, which are 1-for-1 registered share equivalents, acquired on May 15, 2009 pursuant to the issuer's long-term incentive (1) plan. Deferred Units vest in equal installments on May 15, 2010, 2011 and 2012. The reporting person elected in 2008 for such Deferred Units to be payable in registered shares of the issuer upon the reporting person's death, disability or retirement from the Board.

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.