

Edgar Filing: PROSPECT CAPITAL CORP - Form SC 13G

PROSPECT CAPITAL CORP  
Form SC 13G  
March 02, 2011

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

SCHEDULE 13G

Under the Securities & Exchange Act of 1934

(Amendment No. 1)\*

Prospect Capital Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

74348T102  
(CUSIP Number)

February 28, 2011  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

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CUSIP No. 74348T102

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Zazove Associates, LLC 36-3984373

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ( )

(b) ( )

3. SEC Use Only

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4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially by Owned by Each Reporting Person With:	5. Sole Voting Power: 10,315,483 (see item 4)
	6. Shared Voting Power: 0
	7. Sole Dispositive Power: 10,315,483 (see item 4)
	8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,315,483 (see item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares ( )

11. Percent of Class Represented by Amount in Row (9): 10.47%

12. Type of Reporting Person (See Instructions): IA

Item 1.

(a) Name of Issuer  
Carriages Services, Inc.  
(the "Company")

(b) Address of Issuer's Principal Executive Offices  
10 East 40th Street  
44th Floor  
New York, NY 10016

Item 2.

(a) Name of Person Filing  
Zazove Associates, LLC

(b) Address of Principal Business Office or, if non, Residence  
1001 Tahoe Blvd., Incline Village, NV 89451

(c) Citizenship  
Delaware limited liability company

(d) Title of Class of Securities  
Common stock

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(e) CUSIP Number  
74348T102

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ( ) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ( ) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ( ) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ( ) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) (X) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) ( ) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) ( ) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) ( ) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ( ) A church plan the is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company act of 1940 (15 U.S.C.)
- (j) ( ) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
10,315,483 shares of common stock, which includes 8,810,781 shares issuable upon the conversion of Prospect Capital Corporation 6.25% Convertible Bond due 12-15-2015 and 1,504,702 shares issuable upon the conversion of Prospect Capital Corporation 5.50% Convertible Bond due 08-15-2016 (collectively the "Convertible Securities").
- (b) Percent of class:  
10.47%, calculated based on 98,515,020 shares of common stock outstanding, which number is calculated by adding (i) 88,199,537 (the number of shares of common stock outstanding as reported on the Company's most recent report filed with the SEC) and (ii) 10,315,483 (the number of shares of common stock deemed held under Rule 240.13d-3(d)(1) as a result of the beneficial ownership of the Convertible Securities).
- (c) Number of shares as to which the person has:

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- (i) Sole power to vote or to direct the vote: 10,315,483
- (ii) Shared power to vote or to direct the vote: 0
  
- (iii) Sole power to dispose or to direct the disposition of: 10,315,483
  
- (iv) Shared power to dispose or to direct the disposition of: 0

Instruction. For computations regarding securities which represents a right to acquire an underlying security see Section 240.13d-3(d)(1).

### Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ( ).

Instruction: Dissolution of a group requires a response to this item.

### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

The Reporting Person is registered as an investment advisor under Section 203 of the Investment Advisors Act of 1940 (15 USC 80b-3) and has discretionary authority with regard to certain accounts that hold the Convertible Securities. No single account has a more than 5% interest of any class of the Issuer's equity securities.

### Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

### Item 8. Identification and Classification of Members of the Group

Not applicable.

If a group has filed this schedule pursuant to Section 240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit

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stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Section 240.13d-1(c) or Section 240.13d-1(d), attached an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group.

Not applicable.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Item 10. Certifications

Item 10 (a)

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Item 10 (b) Not Applicable.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 2, 2011  
Date

/s/ Steven M. Kleiman  
Signature

Steven M. Kleiman, COO  
Name/Title

ity

(Instr. 3)2. Conversion or Exercise Price of Derivative Security3. 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. Price of Derivative Security

(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

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(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Restricted Stock Units <sup>(1)</sup>03/13/2008 AV  
 36 <sup>(2)</sup> <sup>(3)</sup> <sup>(3)</sup> Common Stock 36 \$ 0 9,417 D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUBLON DINA C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, WA 98052-6399	X			

## Signatures

Keith R. Dolliver, Attorney-in-Fact for Dina  
 Dublon 03/14/2008

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Microsoft common stock.
- (2) Dividend equivalent rights accrue when and as dividends are paid on the Company's common stock and become exercisable proportionately with the restricted stock units to which they relate.
- (3) The restricted stock units are fully vested. Delivery of the shares to the reporting person will be made thirty days after the date of the reporting person's separation from service to the Board of Directors

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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