

PROSPECT CAPITAL CORP  
Form 8-K  
July 30, 2012

**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): **July 30, 2012 (July 30, 2012)**

**Prospect Capital Corporation**

(Exact name of registrant as specified in its charter)

**MARYLAND**  
(State or other jurisdiction  
of incorporation)

**814-00659**  
(Commission File Number)

**43-2048643**  
(IRS Employer  
Identification No.)

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

(Address of principal executive offices, including zip code)

**(212) 448-0702**

(Registrant's telephone number, including area code)

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 July 30, 2012, the Company, pursuant to the Maryland General Corporation Law, amended its charter to increase the shares of common stock authorized for issuance by the Company from 200,000,000 to 500,000,000 in the aggregate.

A copy of the Articles of Amendment and Restatement as amended through July 30, 2012 is furnished as Exhibit 3.1 to this report. The foregoing description of the Articles of Amendment and Restatement 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.**

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

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Prospect Capital Corporation

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

Date: July 30, 2012

**EXHIBIT INDEX**

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

**(d) Exhibits.**

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