

Mark S. Cane



June 26, 2020

VIA ELECTRONIC MAIL (IMshareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Office of the Chief Counsel
Division of Investment Management
100 F Street
Washington, D.C. 20549

RE: Prospect Capital Corporation
Securities and Exchange Act of 1934 – Rule 14a-8
Omission of Stockholder Proposal submitted by Mark S. Cane

Ladies and Gentlemen:

Michael K. Hoffman and Kenneth E. Burdon of Skadden, Arps, Slate, Meagher & Flom LLP wrote a letter to you on June 23, 2020 contesting a shareholder resolution I had submitted to Prospect Capital Corporation. Their letter included all of the supporting documentation related to my submission. In their letter they submitted five grounds which they claim would disqualify it from being eligible for inclusion in the proxy materials to be distributed by the Company in connection with its 2020 annual meeting of stockholders.

On May 26, 2020, Kristin Van Dask of Prospect Capital had submitted a letter to me claiming that my proposed submission only contained two deficiencies. I thought I had sufficiently responded to the stated concerns in my reply to her on May 31, 2020. These five alleged bases for exclusion significantly exceed the two deficiencies that Ms. Van Dask told me I had to remedy and are quite shocking. I do not understand why all of these alleged deficiencies were not pointed out to me by Ms. Van Dask on May 26 so that I could have had more time to address them. This is a material change in circumstances for me.

I disagree with the alleged deficiency justifications claimed by Mr. Hoffman and Mr. Burdon. I believe I could successfully defend myself against them. I also believe that without the supporting resources of an experienced legal powerhouse such as Skadden, Arps, I will be unable to do it with the content and form needed to pass the muster of the SEC in the amount of time I have to get it done. I simply do not have the means needed to garner such resources.

Therefore, because I fear that my proposal / resolution quest has now become impossible, please accept this letter as a respectful withdrawal of my proposed shareholder resolution for inclusion in Prospect Capital Corporation's proxy materials for its 2020 annual meeting of stockholders.

Mr. Hoffman and Mr. Burdon also sent me a copy of material they sent to the SEC on June 23, 2020 that was associated with a shareholder resolution submitted to Prospect Capital Corporation by my daughter

Michelle H. Bronsted. In it they claimed that her proposed shareholder resolution was actually mine. They suggested to you that it also be excluded from inclusion in Prospect Capital's proxy materials because the "Nominal Proponent has submitted more than one shareholder proposal." While I disagree with this assertion, regardless of whether the SEC would eventually judge it to be valid or not, I ask that the Securities and Exchange Commission accept the withdrawal of my proposed resolution as a remedy for this claim so that it would not serve as a justification to nullify her legitimate right to submit her shareholder resolution.

Sincerely,



Cc: Michelle H. Bronsted
Kristin Van Dask - Prospect Capital Corporation
Michael K. Hoffman – Skadden Arps
Kenneth E. Burdon – Skadden Arps