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FIRM/AFFILIATE OFFICES

June 23, 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, N.E. Washington, D.C. 20549

RE: Prospect Capital Corporation

Securities and Exchange Act of 1934 – Rule 14a-8

Omission of Stockholder Proposal Submitted by Camilla C. Cane

Ladies and Gentlemen:

We are writing on behalf of Prospect Capital Corporation (the "Company"), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), to request that the staff (the "Staff") of the Securities and Exchange Commission (the "Commission") concur with the Company's view that, for the reasons stated below, the stockholder proposal and supporting statement (collectively, the "Proposal") of Camilla C. Cane (the "Proponent") may be properly omitted from the proxy materials (the "Proxy Materials") to be distributed by the Company in connection with its 2020 annual meeting of stockholders (the "Annual Meeting").

In accordance with Staff Legal Bulletin No. 14D (Nov. 7, 2008), this letter and its attachments are being emailed to imshareholderproposals@sec.gov. In accordance with Rule 14a-8(j)(1), a copy of this letter and its attachments are being sent simultaneously to the

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Proponent. We take this opportunity to inform the Proponent that if the Proponent elects to submit correspondence to the Commission or the Staff with respect to the Proposal or this letter, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and Staff Legal Bulletin No. 14D. We request that such copy be emailed to us at michael.hoffman@skadden.com and kenneth.burdon@skadden.com.

The Company advises that it intends to begin distribution of its definitive Proxy Materials on or after September 11, 2020. Accordingly, pursuant to Rule 14a-8(j), this letter is being submitted not less than 80 days before the Company currently intends to file its definitive Proxy Materials with the Commission.

BACKGROUND

The Company received the Proposal, which was accompanied by a cover letter dated May 8, 2020, by mail on May 18, 2020. A copy of the Proposal and related correspondence is attached hereto as Exhibit A. A copy of the United States Postal Service tracking information evidencing delivery of the Proposal on May 18, 2020 is attached hereto as Exhibit B.

BASIS FOR EXCLUSION

The Proposal may be properly excluded from the Proxy Materials pursuant to Rule 14a-8(e)(2) because it was received after the deadline for submitting proposals.

Under Rule 14a-8(e)(2), a proposal submitted with respect to a company's regularly scheduled annual meeting must be received "at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting." A different deadline applies "if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting."

Rule 14a-8(f)(1) permits a company to exclude a shareholder proposal from its proxy materials without providing the proponent with a notice of deficiency "if the deficiency cannot be remedied, such as if [the proponent] fail[s] to submit a proposal by the company's properly determined deadline." As elaborated by the Staff in Staff Legal Bulletin No. 14F (October 18, 2011): "The company does not need to provide the shareholder with a notice of defect(s) if the defect(s) cannot be remedied. In the example provided in the question, because the shareholder cannot remedy this defect after the fact, no notice of the defect would be required. The same would apply, for example, if . . . the shareholder failed to submit a proposal by the company's properly determined deadline."

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The Staff has made it clear that it will strictly enforce the deadline for submission of proposals without inquiring as to the reasons for failure to meet the deadline, even in cases where the proposal is received only a few days late. See, e.g., CoreCivic, Inc. (Jan. 2, 2018) (proposal received one day after the submission deadline); Wal-Mart Stores, Inc. (Mar. 26, 2010) (proposal received one day after the submission deadline, even though it was mailed five days prior to the deadline); Johnson & Johnson (Jan. 13, 2010) (proposal received one day after the submission deadline, even though it was dated two days prior to the deadline); Wal-Mart Stores, Inc. (Feb. 13, 2017) (proposal received six days after the submission deadline); City National Corp. (Jan. 17, 2008) (proposal received one day after the deadline, even though it was dated and mailed one week earlier).

The Company first mailed its proxy statement for the Company's 2019 annual meeting of stockholders, held on December 3, 2019 (the "2019 Annual Meeting"), on or about September 19, 2019 (the "Company's 2019 proxy statement"). Although the Company's board of directors has yet to resolve upon the actual date of the Annual Meeting, it will be held within 30 days of the date of the 2019 Annual Meeting. Accordingly, pursuant to Rule 14a-8(e)(2), all stockholder proposals were required to be received by the Company not less than 120 calendar days before the date the Company's 2019 proxy statement was released to stockholders. Consistent with the requirements of Rule 14a-8(e)(2) and Rule 14a-5(e), this deadline was disclosed in the Company's 2019 proxy statement under the caption "Submission of Stockholder Proposals," which states that proposals of stockholders intended to be considered at the Annual Meeting must have been received by the Company "not later than May 13, 2020."

As indicated above, the Company received the Proposal on May 18, 2020, five days after the deadline. Since the Proposal was not submitted in a timely fashion, the Company was not required to notify the Proponent of such deficiency since it cannot be remedied. We respectfully request the Staff's concurrence with the Company's view that the Proposal may be excluded from the Proxy Materials because the Proposal was not submitted to the Company by the deadline calculated pursuant to Rule 14a-8(e)(2).

* * *

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CONCLUSION

Based upon the foregoing analysis, and without addressing or waiving any other possible grounds for exclusion, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its Proxy Materials. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response.

Please do not hesitate to contact the undersigned at (212) 735-3406 (Mr. Hoffman) or (617) 573-4836 (Mr. Burdon).

Very truly yours,

Michael K. Hoffman

Kenneth E. Burdon

cc: Kristin Van Dask,

Prospect Capital Corporation

EXHIBIT A

CERTIFIED MAIL









CORDORATE SECRETARY
COOP MOSS PROT CHATAL CORP.
10 EAST 40 TH ST., 42 MD FLOOR
NEW YORK, NY
10016



Camilla C. Cane



May 8, 2020

Corporate Secretary c/o Prospect Capital Corporation 10 East 40th Street, 42nd Floor New York, NY 10016

Dear Ms. Secretary:

As a qualified shareholder, and in compliance with the conditions set forth in the Prospect Capital Corporation proxy statement and Prospect Capital Corporation's Corporate Bylaws, I am submitting the attached shareholder resolution with the intent for it to be included in Prospect Capital Corporation's proxy announcing the next Annual Shareholder's meeting which is expected to be held in December, 2020.

I have asked Mark S. Cane to act as my proxy and represent me at the next Prospect Capital Corporation annual meeting. I have also asked him to present the attached shareholder resolution at that meeting for me.

In addition, if Mark _S,Cane were to nominate himself for election to the board of directors at this meeting, I would support his candidacy.

am not an "interested person" of the Corporation, as defined by the Investment Act of 1940.

The attached shareholder resolution calls for the following:

"In order to improve PSEC's market competiveness, improve shareholder returns, and make PSEC more attractive as an investment to prospective new institutional and individual shareholders, shareholders request that our Board negotiates a fee and incentive structure with the Advisor as soon as possible that, at their discretion and in accord with their fiduciary obligation to shareholders, is comparable to what has become the competitive BDC industry norm."

The reason this resolution is being proposed is because I believe if it were approved by fellow shareholders, and approved and implemented by the Prospect Capital Board, it will help to improve the total financial returns Prospect Capital delivers to all shareholders as well as attract new institutional and individual investors.

As of today, I individually own 9,700 shares of Prospect Capital common stock, all of which were purchased for stock price appreciation and dividend income. The shares were formerly held by

and February 25, 2020. It shows that 7,700 of these shares have been owned by me for more than one year as of May 8, 2020. The cost per share column from the brokerage report has been adjusted to reflect the payment of dividends characterized as returns of capital, when appropriate. I intend to continue to own these shares at least through the date of the 2020 Annual Meeting of Prospect Capital Corporation shareholders.

In addition, I jointly own with my husband Mark S. Cane, 70,000 shares of Prospect Capital common stock, all of which were purchased for stock price appreciation and dividend income, in the following accounts. As above, the cost per share column has been adjusted to reflect the payment of dividends characterized as returns of capital when appropriate:



I have not engaged in any of the activities outlined in Section 11 (3)(iii)(C) of Prospect Capital's Bylaws. My understanding is that Mark S. Cane and Michelle H. Bronsted, with whom I am associated, have not engaged in any such activity either.

Bylaws Section 11(3)(iii)(D) does not apply to me either and to the best of my knowledge it does not apply to Mark S. Cane and Michelle H. Bronsted, with whom I am associated.

The address of Mark S. Cane and Michelle H. Bronsted, who are associated with me, in the properties of the properties of

At this time I am unaware of any other Prospect Capital stock holders who are in support of my shareholder resolution.

Please let me know if you need additional information.



Shareholder resolution from Camilla Cane

"Prospect Capital (PSEC) is an externally managed Business Development Company (BDC). Prospect Capital Management L.P. has been the longstanding Investment Advisor. The PSEC Board supervises and negotiates a management agreement with the Advisor, including management fees, incentive fees, and expenses that are major drivers of company performance and competitiveness. The current agreement calls for the Advisor to be paid an annual fee structure of 2.0% of total assets. In addition the agreement calls for the Advisor to receive a two part incentive fee as specified in the PSEC 10K that, basically, with articulated conditions, approximates 20% of pre-investment fee net investment income.

The external Advisor compensation structure in the BDC industry has been evolving in recent years in a way that is friendlier for shareholders. The "standard" fee/incentive structure which used to be basically 2%/20% has evolved into one that is basically 1.5%/17.5%, and 1.5%/15% in many cases, with more shareholder friendly total return hurdles and look-backs. Golub BDC has adopted a 1.375% base management fee. In addition, it has become standard practice within the industry to take the 61(a)(2) election that reduces the asset coverage requirement from 200% to 150%. PSEC shareholders approved this election in May of 2020. It has become standard practice in the BDC industry such as with companies ranging from Ares Capital, TCG BDC, TPG Specialty Lending, Solar Capital, and Blackrock TCP Capital, to Apollo Investment and Black Rock Capital Investment, to accompany the assumption of this election with a reduction in the base management fee to 1.0% on assets that exceed 200% of net asset value. (Information source: Company 10Ks)

PSEC's management/incentive fee agreement exceeds industry norms. It would be easier to accept a fee/incentive structure that exceeds BDC industry norms if the Advisor produced shareholder returns that exceeded industry performance. Unfortunately, that has not the case with PSEC. The Wilshire BDC Index (WBDCI) consists of the 34 largest publically traded BDCs and PSEC, at 7%, was the 5th largest component as of 12/31/19. During the 10 calendar year period ending 12/31/19 the average annual total shareholder return (dividends plus stock price appreciation) generated by the WBDCI was 10.1% compared to 8.3% for PSEC. For 5 year period ending 12/31/19 the WBDCI return averaged 7.9% compared to 3.5% for PSEC. For the calendar year 2019 the WBDCI return was 28.3% compared to 6.3% for PSEC. (WBDCI information source: https://wilshire.com/Portals/0/analytics/indexes/fact-sheets/wilshire-business-development-company-index-fact-sheet.pdf, PSEC information source: 10Ks)

Resolution - In order to improve PSEC's market competiveness, improve shareholder returns, and make PSEC more attractive as an investment to prospective new institutional and individual shareholders, shareholders request that our Board negotiates a fee and incentive structure with the Advisor as soon as possible that, at their discretion and in accord with their fiduciary obligation to shareholders, is comparable to what has become the competitive BDC industry norm.

Please vote YES:"

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired			
PROSPECT CAPITAL CO	9,700.0000	4.25000	41,225.00	68%	(31,216.04)	16.94%	6,984.00
SYMBOL: PSEC	500.0000	10.1899	5,094.99 1	06/03/13	(2,969.99)		
	500.0000	10.2699	5,134.991	05/07/14	(3,009.99)		
	500.0000	10.4959	5,247.991	05/07/14	(3,122.99)		
	500.0000	8.2199	4,109.991	12/30/14	(1,984.99)		
	500.0000	7.8399	3,919.99 ^t	06/01/15	(1,794.99)		
	500.0000	7.5699	3,784.991	06/05/15	(1,659.99)		
	500.0000	7.6199	3,809.99 ^t	06/05/15	(1,684.99)		
	500.0000	7.5499	3,774.99 ^t	06/08/15	(1,649.99)		
	500.0000	7.4399	3,719.991	06/09/15	(1,594.99)		
	400.0000	6.6949	2,677.99 ^t	12/11/15	(977.99)		
	500.0000	6.7298	3,364.94 1	01/11/16	(1,239.94)		
	300.0000	9.1231	2,736.95 t	05/04/17	(1,461.95)		
	500.0000	6.3409	3,170.451	01/31/18	(1,045.45)		
	500.0000	6.4439	3,221.95	01/31/18	(1,096.95)		
	500.0000	6.2339	3,116.951	02/05/18	(991.95)		
	500.0000	6.1939	3,096.95 t	12/17/18	(971.95)		
	1,000.0000	6.2969	6,296.951	05/31/19	(2,046.95)		
	1,000.0000	6.1600	6,160.00	02/25/20	(1,910.00)		
Cost Basis			72,441.04				

mrestment setan Equities (continuou)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
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Cost Basis						MUUIUUU	טועוטפווע: 415.00
PROSPECT CAPITAL CO (M)	36,500.0000	4.25000	155,125.00	30%	(76,592.85)	16.94%	26,280.00
SYMBOL: PSEC	2,000.0000	6.7024	13,404.95	10/03/17	(4,904.95)	910	Long-Term
	2,000.0000	6.7024	13,404.95	10/06/17	(4,904.95)	907	Long-Term
	1,500.0000	6,6133	9,919.95	10/10/17	(3,544.95)	903	Long-Term
	1,500.0000	6,5633	9,844.95	10/11/17	(3,469.95)	902	Long-Term
	1,500.0000	6.2233	9,334.95	10/12/17	(2,959.95)	901	Long-Term
	1,500.0000	6,2333	9,349.95	10/12/17	(2,974.95)	901	Long-Term
	1,500.0000	6,2533	9,379.95	10/12/17	(3,004.95)	901	Long-Term
	1,500.0000	6.3433	9,514.95	10/12/17	(3,139.95)	901	Long-Term
	2,000.0000	6.0524	12,104.95	10/25/17	(3,604.95)	888	Long-Term
	2,000.0000	6.0919	12,183.95	10/25/17	(3,683.95)	888	Long-Term
	2,000.0000	6.6424	13,284.95	12/07/17	(4,784.95)	845	Long-Term
	1,500.0000	6,6433	9,964.95	01/30/18	(3,589.95)	791	Long-Term
	1,500.0000	6,3333	9,499.95	01/31/18	(3,124.95)	790	Long-Term

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	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
PROSPECT CAPITAL CO (M)	1,500,0000	6,4433	9,664.95	01/31/18	(3,289.95)	790	Long-Term
	1,500,0000	6.5633	9,844.95	01/31/18	(3,469.95)	790	Long-Term
	1,500,0000	6.1633	9,244.95	02/05/18	(2,869.95)	785	Long-Term
	1,500,0000	6.2233	9,334.95	02/05/18	(2,959.95)	785	Long-Term
	1,000,0000	6.5349	6,534.95	03/12/18	(2,284.95)	750	Long-Term
	1,000,0000	6.4349	6,434.95	04/13/18	(2,184.95)	718	Long-Term
	500.0000	6.3899	3,194.95	12/14/18	(1,069.95)	473	Long-Term
	1,000,0000	6.1449	6,144.95	12/17/18	(1,894.95)	470	Long-Term
	1,000.0000	6.2949	6,294.95	05/31/19	(2,044.95)	305	Short-Term
	1.000.0000	6.3749	6,374.95	05/31/19	(2,124.95)	305	Short-Term
	1,000,0000	6,1500	6,150.00	02/25/20	(1,900.00)	35	Short-Term
	1,000.0000	5.8900	5,890.00	02/27/20	(1,640.00)	33	Short-Term
	1,000.0000	5.4150	5,415.00	03/06/20	(1,165.00)	25	Short-Term
Cost Basis			231,717.85				

CAMILLA C CANE + MARKS CAME IT TEN

PROSPECT CAPITAL CORP	33,500 7.8390	262,604.91	-	-	3.9950	133,832.50	-128,772.41	-49.04	Multiple			
		500	07/26/07	15.8672	7,933.59	-	20 m =	3.9950	1,997.50	-5,936.09	-74.82	Lo
		500	04/27/10	11.2346	5,617.28	-		3.9950	1,997.50	-3,619.78	-64.44	Lo
		500	05/21/10	9.3445	4,672.27			3.9950	1,997.50	-2,674.77	-57.25	Lo
		500	07/01/10	8.9431	4,471.57			3.9950	1,997.50	-2,474.07	-55.33	Lo
		500	06/15/11	10.8133	5,406.63			3.9950	1,997.50	-3,409.13	-63.05	Lo
		500	06/21/11	10.0033	5,001.64		7	3.9950	1,997.50	-3,004.14	-60.06	Lo
		500	07/05/11	9.8965	4,948.25			3.9950	1,997.50	-2,950.75	-59.63	Lo
		500	07/18/11	9.7165	4,858.26	-	-	3.9950	1,997.50	-2,860.76	-58.88	Lo
		500	07/28/11	9.3492	4,674.62	-		3.9950	1,997.50	-2,677.12	-57.27	Lo
		500	07/29/11	9.0598	4,529.88			3.9950	1,997.50	-2,532.38	-55.90	Lo
		500	07/29/11	9.0297	4,514.87	- 1	-	3.9950	1,997.50	-2,517.37	-55.76	Lo
		500	08/04/11	8.7698	4,384.88	-	-	3.9950	1,997.50	-2,387.38	-54.45	Lo
		500	08/05/11	8.0897	4,044.87	-		3.9950	1,997.50	-2,047.37	-50.62	Lo
		500	05/07/14	10.4960	5,248.00	-	-	3.9950	1,997.50	-3,250.50	-61.94	Lo
		500	05/07/14	10.2660	5,133.00		-	3.9950	1,997.50	-3,135.50	-61.09	Lo
		500	05/08/14	10.2260	5,113.00	-		3.9950	1,997.50	-3,115.50	-60.93	Lo

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500	05/13/14	9.9460	4,973.00			3.9950	1,997.50	-2,975.50	-59.83	Lo
500	05/13/14	9.8110	4,905.50	1 4		3,9950	1,997.50	-2,908.00	-59.28	Lo
500	05/13/14	9.4458	4,722.90	-	7	3.9950	1,997.50	-2,725.40	-57.71	Lo
500	05/13/14	9.3756	4,687.80			3.9950	1,997.50	-2,690.30	-57.39	Lo
500	09/30/14	9.92	4,960.00	-	-	3.9950	1,997.50	-2,962.50	-59.73	Lo
1,000	10/10/14	9.4190	9,419.00	-	-	3.9950	3,995.00	-5,424.00	-57.59	Lo
500	12/04/14	9.0960	4,548.00			3.9950	1,997.50	-2,550.50	-56.08	Lo
500	12/04/14	8.9360	4,468.00			3.9950	1,997.50	-2,470.50	-55.29	Lo
500	12/08/14	8.0860	4,043.00	-		3.9950	1,997.50	-2,045.50	-50.59	Lo
500	06/01/15	7.8360	3,918.00		-	3.9950	1,997.50	-1,920.50	-49.02	Lo
500	06/05/15	7.6160	3,808.00	-		3.9950	1,997.50	-1,810.50	-47.54	Lo
500	06/05/15	7.5660	3,783.00		-	3.9950	1,997.50	-1,785.50	-47.20	Lo
500	06/08/15	7.5460	3,773.00) -	_	3.9950	1,997.50	-1,775.50	-47.06	Lo
500	06/09/15	7.4360	3,718.00		-	3.9950	1,997.50	-1,720.50	-46.27	Lo
500	06/09/15	7.3560	3,678.00			3.9950	1,997.50	-1,680.50	-45.69	Lo
500	06/09/15	7.2860	3,643.00		-	3.9950	1,997.50	-1,645.50	-45.17	Lo
500	06/09/15	7.2360	3,618.00			3.9950	1,997.50	-1,620.50	-44.79	Lo
500	06/10/15	7.2210	3,610.50	-	_	3.9950	1,997.50	-1,613.00	-44.68	Lo
1,000	08/24/15	6.7680	6,768.00			3.9950	3,995.00	-2,773.00	-40.97	Lo
	500 500 500 500 500 500 500 500 500 500	500 05/13/14 500 05/13/14 500 05/13/14 500 05/13/14 500 09/30/14 1,000 10/10/14 500 12/04/14 500 12/04/14 500 12/08/14 500 06/05/15 500 06/05/15 500 06/09/15 500 06/09/15 500 06/09/15 500 06/09/15 500 06/09/15	500 05/13/14 9.8110 500 05/13/14 9.4458 500 05/13/14 9.3756 500 09/30/14 9.92 1,000 10/10/14 9.4190 500 12/04/14 9.0960 500 12/04/14 8.9360 500 12/08/14 8.0860 500 06/01/15 7.8360 500 06/05/15 7.6160 500 06/05/15 7.5660 500 06/09/15 7.4360 500 06/09/15 7.3560 500 06/09/15 7.2860 500 06/09/15 7.2360 500 06/10/15 7.2210	500 05/13/14 9.8110 4,905.50 500 05/13/14 9.4458 4,722.90 500 05/13/14 9.3756 4,687.80 500 09/30/14 9.92 4,960.00 1,000 10/10/14 9.4190 9,419.00 500 12/04/14 9.0960 4,548.00 500 12/04/14 8.9360 4,468.00 500 12/08/14 8.0860 4,043.00 500 06/01/15 7.8360 3,918.00 500 06/05/15 7.6160 3,808.00 500 06/05/15 7.5660 3,783.00 500 06/09/15 7.4360 3,718.00 500 06/09/15 7.3560 3,678.00 500 06/09/15 7.2860 3,643.00 500 06/09/15 7.2360 3,618.00 500 06/10/15 7.2210 3,610.50	500 05/13/14 9.8110 4,905.50 500 05/13/14 9.4458 4,722.90 500 05/13/14 9.3756 4,687.80 500 09/30/14 9.92 4,960.00 1,000 10/10/14 9.4190 9,419.00 500 12/04/14 9.0960 4,548.00 500 12/08/14 8.0860 4,043.00 500 06/01/15 7.8360 3,918.00 500 06/05/15 7.6160 3,808.00 500 06/05/15 7.5660 3,773.00 500 06/09/15 7.4360 3,718.00 500 06/09/15 7.2860 3,678.00 500 06/09/15 7.2860 3,643.00 500 06/09/15 7.2360 3,618.00 500 06/10/15 7.2210 3,610.50	500 05/13/14 9.8110 4,905.50 500 05/13/14 9.4458 4,722.90 500 05/13/14 9.3756 4,687.80 500 09/30/14 9.92 4,960.00 1,000 10/10/14 9.4190 9,419.00 500 12/04/14 9.0960 4,548.00 500 12/04/14 8.9360 4,468.00 500 12/08/14 8.0860 4,043.00 500 06/05/15 7.6160 3,808.00 500 06/05/15 7.5660 3,783.00 500 06/05/15 7.5460 3,773.00 500 06/09/15 7.4360 3,678.00 500 06/09/15 7.2860 3,643.00 500 06/09/15 7.2360 3,618.00 <td< td=""><td>500 05/13/14 9.8110 4,905.50 3,9950 500 05/13/14 9.4458 4,722.90 3,9950 500 05/13/14 9.3756 4,687.80 3,9950 500 09/30/14 9.92 4,960.00 3,9950 1,000 10/10/14 9.4190 9,419.00 3,9950 500 12/04/14 9.0960 4,548.00 3,9950 500 12/04/14 8.9360 4,468.00 3,9950 500 12/08/14 8.0860 4,043.00 3,9950 500 06/05/15 7.6160 3,808.00 3,9950 500 06/05/15 7.5660 3,773.00 3,9950 500 06/09/15 7.4360 3,718.00 3,9950 500 06/09/15</td><td>500 05/13/14 9.8110 4,905.50 3.9950 1,997.50 500 05/13/14 9.4458 4,722.90 3.9950 1,997.50 500 05/13/14 9.3756 4,687.80 3.9950 1,997.50 500 09/30/14 9.92 4,960.00 3.9950 1,997.50 1,000 10/10/14 9.419.00 3.9950 1,997.50 500 12/04/14 9.0960 4,548.00 3.9950 1,997.50 500 12/04/14 8.9360 4,468.00 3.9950 1,997.50 500 12/08/14 8.0860 4,043.00 3.9950 1,997.50 500 06/05/15 7.6160 3,808.00 3.9950 1,997.50 500 06/05/15 7.5460 3,773.00 3.9950 1,997.50</td><td>500 05/13/14 9.8110 4,905.50 3.9950 1,997.50 -2,908.00 500 05/13/14 9.4458 4,722.90 3.9950 1,997.50 -2,725.40 500 05/13/14 9.3755 4,687.80 3.9950 1,997.50 -2,690.30 500 09/30/14 9.92 4,960.00 3.9950 1,997.50 -2,682.50 1,000 10/10/14 9.4190 9,419.00 3.9950 3,995.00 -5,424.00 500 12/04/14 9.0960 4,548.00 3,9950 1,997.50 -2,550.50 500 12/08/14 8.0860 4,043.00 3,9950 1,997.50 -2,045.50 500 06/05/15 7.6160 3,808.00 3,9950 1,997.50 -1,810.50 500 06/05/15 7.5460 3,773.00 3,9950 <t< td=""><td>500 05/13/14 9.8110 4,905.50 - - 3,9950 1,997.50 -2,908.00 -59.28 500 05/13/14 9.4458 4,722.90 - - 3,9950 1,997.50 -2,725.40 -57.71 500 05/13/14 9.3756 4,687.80 - - 3,9950 1,997.50 -2,690.30 -57.39 500 09/30/14 9.92 4,960.00 - - 3,9950 1,997.50 -2,692.50 -59.73 1,000 10/10/14 9.419.00 - - 3,9950 3,995.00 -5,424.00 -57.59 500 12/04/14 9.0960 4,548.00 - - 3,9950 1,997.50 -2,550.50 -56.08 500 12/04/14 8.0860 4,043.00 - - 3,9950 1,997.50 -2,470.50 -55.29 500 12/08/14 8.0860 4,043.00 - - 3,9950 1,997.50 -1,810.50 -47.54 500</td></t<></td></td<>	500 05/13/14 9.8110 4,905.50 3,9950 500 05/13/14 9.4458 4,722.90 3,9950 500 05/13/14 9.3756 4,687.80 3,9950 500 09/30/14 9.92 4,960.00 3,9950 1,000 10/10/14 9.4190 9,419.00 3,9950 500 12/04/14 9.0960 4,548.00 3,9950 500 12/04/14 8.9360 4,468.00 3,9950 500 12/08/14 8.0860 4,043.00 3,9950 500 06/05/15 7.6160 3,808.00 3,9950 500 06/05/15 7.5660 3,773.00 3,9950 500 06/09/15 7.4360 3,718.00 3,9950 500 06/09/15	500 05/13/14 9.8110 4,905.50 3.9950 1,997.50 500 05/13/14 9.4458 4,722.90 3.9950 1,997.50 500 05/13/14 9.3756 4,687.80 3.9950 1,997.50 500 09/30/14 9.92 4,960.00 3.9950 1,997.50 1,000 10/10/14 9.419.00 3.9950 1,997.50 500 12/04/14 9.0960 4,548.00 3.9950 1,997.50 500 12/04/14 8.9360 4,468.00 3.9950 1,997.50 500 12/08/14 8.0860 4,043.00 3.9950 1,997.50 500 06/05/15 7.6160 3,808.00 3.9950 1,997.50 500 06/05/15 7.5460 3,773.00 3.9950 1,997.50	500 05/13/14 9.8110 4,905.50 3.9950 1,997.50 -2,908.00 500 05/13/14 9.4458 4,722.90 3.9950 1,997.50 -2,725.40 500 05/13/14 9.3755 4,687.80 3.9950 1,997.50 -2,690.30 500 09/30/14 9.92 4,960.00 3.9950 1,997.50 -2,682.50 1,000 10/10/14 9.4190 9,419.00 3.9950 3,995.00 -5,424.00 500 12/04/14 9.0960 4,548.00 3,9950 1,997.50 -2,550.50 500 12/08/14 8.0860 4,043.00 3,9950 1,997.50 -2,045.50 500 06/05/15 7.6160 3,808.00 3,9950 1,997.50 -1,810.50 500 06/05/15 7.5460 3,773.00 3,9950 <t< td=""><td>500 05/13/14 9.8110 4,905.50 - - 3,9950 1,997.50 -2,908.00 -59.28 500 05/13/14 9.4458 4,722.90 - - 3,9950 1,997.50 -2,725.40 -57.71 500 05/13/14 9.3756 4,687.80 - - 3,9950 1,997.50 -2,690.30 -57.39 500 09/30/14 9.92 4,960.00 - - 3,9950 1,997.50 -2,692.50 -59.73 1,000 10/10/14 9.419.00 - - 3,9950 3,995.00 -5,424.00 -57.59 500 12/04/14 9.0960 4,548.00 - - 3,9950 1,997.50 -2,550.50 -56.08 500 12/04/14 8.0860 4,043.00 - - 3,9950 1,997.50 -2,470.50 -55.29 500 12/08/14 8.0860 4,043.00 - - 3,9950 1,997.50 -1,810.50 -47.54 500</td></t<>	500 05/13/14 9.8110 4,905.50 - - 3,9950 1,997.50 -2,908.00 -59.28 500 05/13/14 9.4458 4,722.90 - - 3,9950 1,997.50 -2,725.40 -57.71 500 05/13/14 9.3756 4,687.80 - - 3,9950 1,997.50 -2,690.30 -57.39 500 09/30/14 9.92 4,960.00 - - 3,9950 1,997.50 -2,692.50 -59.73 1,000 10/10/14 9.419.00 - - 3,9950 3,995.00 -5,424.00 -57.59 500 12/04/14 9.0960 4,548.00 - - 3,9950 1,997.50 -2,550.50 -56.08 500 12/04/14 8.0860 4,043.00 - - 3,9950 1,997.50 -2,470.50 -55.29 500 12/08/14 8.0860 4,043.00 - - 3,9950 1,997.50 -1,810.50 -47.54 500

										- 4
1,000	12/09/15	6.7980	6,798.00		-	3.9950	3,995.00	-2,803.00	-41.23	Lo
1,000	12/11/15	6.6780	6,678.00		-	3.9950	3,995.00	-2,683.00	-40.18	Lo
1,000	12/14/15	6.4572	6,457.20		-	3.9950	3,995.00	-2,462.20	-38.13	Lo
1,000	12/14/15	6.2179	6,217.90			3.9950	3,995.00	-2,222.90	-35.75	Lo
1,000	01/11/16	6.6880	6,688.00		-	3.9950	3,995.00	-2,693.00	-40.27	Lo
1,000	01/12/16	6.3780	6,378.00	-		3.9950	3,995.00	-2,383.00	-37.36	Lo
1,000	01/14/16	5.7979	5,797.90	-	14 10	3.9950	3,995.00	-1,802.90	-31.10	Lo
1,000	01/20/16	5.7580	5,758.00		-	3.9950	3,995.00	-1,763.00	-30.62	Lo
1,000	01/20/16	5.6379	5,637.90		-	3.9950	3,995.00	-1,642,90	-29.14	Lo
1,000	01/30/18	6.6369	6,636.95			3.9950	3,995.00	-2,641.95	-39.81	Lo
1,000	01/31/18	6.4369	6,436.95			3.9950	3,995.00	-2,441.95	-37.94	Lo
1,000	01/31/18	6.3319	6,331.95	- 17	_	3.9950	3,995.00	-2,336.95	-36.91	Lo
1,000	03/21/18	6.4970	6,496.95		-	3.9950	3,995.00	-2,501.95	-38.51	Lo
1,000	05/31/19	6.3969	6,396.95	-		3.9950	3,995.00	-2,401.95	-37.55	Sh
1,000	05/31/19	6.2969	6,296.95	gentier to the	_	3.9950	3,995.00	-2,301.95	-36.56	Sh

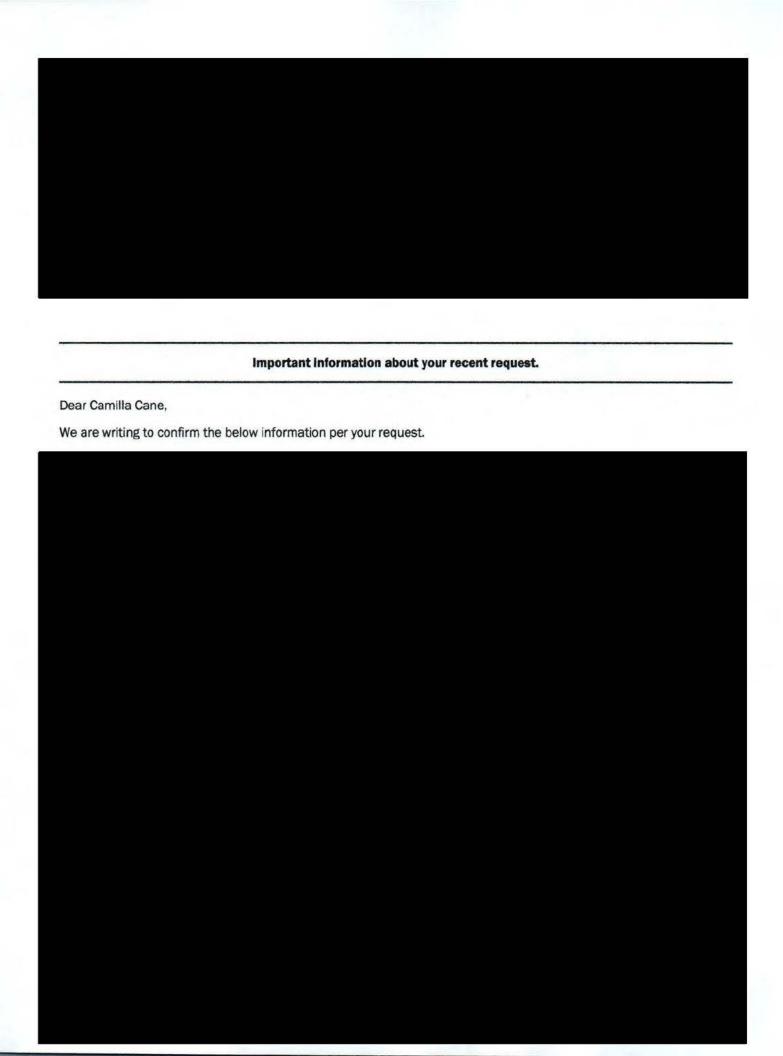
May 8, 2020

Corporate Secretary c/o Prospect Capital Corporation 10 East 40th Street, 42nd Floor New York, NY 10016

Re: Confirmation of Share Ownership

Dear Ms. Secretary:





May 8, 2020

Corporate Secretary c/o Prospect Capital Corporation 10 East 40th Street, 42nd Floor New York, NY 10016

Re: Confirmation of Share Ownership

Dear Ms. Secretary:

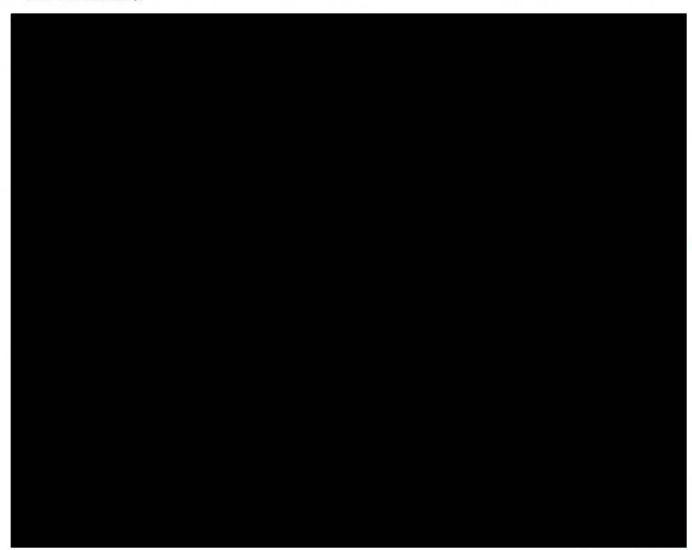


EXHIBIT B

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Tracking Number: 70191640000034147463

Remove X

Your item was delivered to the front desk, reception area, or mail room at 2:44 pm on May 18, 2020 in NEW YORK, NY 10016.

⊘ Delivered

May 18, 2020 at 2:44 pm Delivered, Front Desk/Reception/Mail Room NEW YORK, NY 10016

Get Updates ✓

Text & Email Updates	~
Tracking History	^
May 18, 2020, 2:44 pm	
Delivered, Front Desk/Reception/Mail Room	
NEW YORK, NY 10016	
Your item was delivered to the front desk, reception area, or mail room at 2:44 pm on May 18, 2020 in	NEW YORK, NY 10016.
May 18, 2020, 9:30 am	
Out for Delivery	
NEW YORK, NY 10016	
May 18, 2020, 9:19 am	
Arrived at Unit	
NEW YORK, NY 10016	
May 18, 2020	
In Transit to Next Facility	
May 12, 2020, 9:50 pm	
Departed USPS Regional Destination Facility	
NEW YORK NY DISTRIBUTION CENTER	
May 11, 2020, 10:58 am	
Arrived at USPS Regional Destination Facility	
NEW YORK NY DISTRIBUTION CENTER	
The state of the s	

Feedback

Product Information

May 8, 2020, 11:41 pm
Departed USPS Regional Facility
MILWAUKEE WI PROCESSING CENTER

May 8, 2020, 8:37 pm
Arrived at USPS Regional Origin Facility
MILWAUKEE WI PROCESSING CENTER

May 8, 2020, 5:02 pm
Departed Post Office
HARTLAND, WI 53029

May 8, 2020, 3:05 pm
USPS in possession of item
HARTLAND, WI 53029

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FAQs