

Oxford Lane Capital Corp.
Form POS 8C
August 22, 2016

**As filed with the Securities and Exchange Commission
on August 22, 2016**

**Securities Act File No. 333-205405
Investment Company Act File No. 811-22432**

**U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM N-2

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

(Check appropriate box or boxes)

Pre-Effective Amendment No.

Post-Effective Amendment No.

and

**REGISTRATION STATEMENT UNDER THE
INVESTMENT COMPANY ACT OF 1940
Amendment No.**

OXFORD LANE CAPITAL CORP.

(Exact name of Registrant as specified in charter)

**8 Sound Shore Drive, Suite 255
Greenwich, CT 06830**

(Address of Principal Executive Offices)

**Registrant's telephone number, including Area Code:
(203) 983-5275**

**Jonathan H. Cohen
Chief Executive Officer
Oxford Lane Capital Corp.
8 Sound Shore Drive, Suite 255
Greenwich, CT 06830**

(Name and address of agent for service)

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Approximate date of proposed public offering: As soon as practicable after the effective date of this Registration Statement.

If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.

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It is proposed that this filing will become effective (check appropriate box):

when declared effective pursuant to section 8(c).

TABLE OF CONTENTS

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION, DATED , 2016
\$500,000,000

Oxford Lane Capital Corp.

**Common Stock
Preferred Stock
Subscription Rights
Debt Securities**

We are a non-diversified, closed-end management investment company that has registered as an investment company under the Investment Company Act of 1940, or the 1940 Act. Our investment objective is to maximize our portfolio risk-adjusted total return. We have implemented our investment objective by purchasing portions of equity and junior debt tranches of collateralized loan obligation (CLO) vehicles. Structurally, CLO vehicles are entities formed to originate and manage a portfolio of loans.

An investment in our securities is subject to significant risks and involves a heightened risk of total loss of investment. The price of shares of our common stock may be highly volatile and our common stock may frequently trade at a discount to our net asset value. In addition, the residual interests of the CLO securities in which we invest are subject to a high degree of special risks, including: CLO structures are extremely complicated and may be subject to disadvantageous tax treatment; CLO vehicles are highly levered and are made up of below investment grade loans in which we typically have a residual interest that is much riskier than the loans that make up the CLO vehicle; and the market price for CLO vehicles may fluctuate dramatically (including dramatic declines during certain periods in 2015 and 2016), which may make portfolio valuations unreliable and negatively impact our net asset value and our ability to make distributions to our stockholders. See Risk Factors beginning on page 21 to read about factors you should consider, including the risk of leverage, before investing in our securities.

We may offer, from time to time, in one or more offerings or series, up to \$500,000,000 of our common stock, preferred stock, subscription rights to purchase shares of our common stock or debt securities, which we refer to, collectively, as our securities. The preferred stock and subscription rights offered hereby may be convertible or exchangeable into shares of our common stock. The securities may be offered at prices and on terms to be described in one or more supplements to this prospectus.

In the event we offer common stock, the offering price per share of our common stock less any underwriting discounts or commissions will generally not be less than the net asset value per share of our common stock at the time we make the offering. However, we may issue shares of our common stock pursuant to this prospectus at a price per share that is less than our net asset value per share (i) in connection with a rights offering to our existing stockholders, (ii) with the prior approval of the majority of our common stockholders or (iii) under such other circumstances as the Securities and Exchange Commission (SEC) may permit.

Our securities may be offered directly to one or more purchasers, or through agents designated from time to time by us, or to or through underwriters or dealers. Each prospectus supplement relating to an offering will identify any agents or underwriters involved in the sale of our securities, and will disclose any applicable purchase price, fee, discount or commissions arrangement between us and our agents or underwriters or among our underwriters or the basis upon which such amount may be calculated. See Plan of Distribution. We may not sell any of our securities through agents, underwriters or dealers without delivery of this prospectus and a prospectus supplement describing the method and terms of the offering of such securities.

Our common stock is traded on the NASDAQ Global Select Market under the symbol OXLC. On August 17, 2016, the last reported sales price on the NASDAQ Global Select Market for our common stock was \$10.95 per share. Our Series 2023 Term Preferred Shares and our Series 2024 Term Preferred Shares are also traded on the NASDAQ Global Select Market under the symbols OXLCO and OXLCN, respectively. On August 17, 2016, the last reported sales prices on the NASDAQ Global Select Market of our Series 2023 Term Preferred Shares and our Series 2024 Term Preferred Shares were \$25.73 and \$25.80 per share, respectively. We are required to determine the net asset value per share of our common stock on a quarterly basis. Our net asset value per share of our common stock as of June 30, 2016 was \$8.78.

This prospectus and any accompanying prospectus supplement contains important information about us that a prospective investor should know before investing in our securities. Please read this prospectus and any accompanying prospectus supplement before investing and keep it for future reference. We are required to file annual, semi-annual and quarterly reports, proxy statements and other information about us with the Securities and Exchange Commission, or the SEC. This information is available free of charge by contacting us by mail at 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830, by telephone at (203) 983-5275 or on our website at <http://www.oxfordlanecapital.com>. The SEC also maintains a website at <http://www.sec.gov> that contains such information. Information contained on our website is not incorporated by reference into this prospectus, and you should not consider that information to be part of this prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus may not be used to consummate sales of our securities unless accompanied by a prospectus supplement. This prospectus and any accompanying prospectus supplement will together constitute the prospectus for an offering of the Company's securities.

The date of this prospectus is _____, 2016.

TABLE OF CONTENTS

You should rely only on the information contained, collectively, in this prospectus and any accompanying prospectus supplement. We have not authorized any person to give any information or to make any representation other than those contained in this prospectus or any accompanying prospectus supplement. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus and any accompanying prospectus do not constitute an offer to sell or a solicitation of any offer to buy any security other than the registered securities to which they relate, nor do they constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such an offer or solicitation in such jurisdiction. The information contained in this prospectus and any accompanying prospectus supplement is accurate as of the dates on their covers; however, the prospectus and any accompanying prospectus supplement will be updated to reflect any material changes.

OXFORD LANE CAPITAL CORP.

TABLE OF CONTENTS

	Page
<u>Summary</u>	<u>1</u>
<u>Offerings</u>	<u>13</u>
<u>Fees and Expenses</u>	<u>16</u>
<u>Financial Highlights</u>	<u>19</u>
<u>Risk Factors</u>	<u>21</u>
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	<u>42</u>
<u>Use of Proceeds</u>	<u>43</u>
<u>Price Range of Common Stock and Distributions</u>	<u>44</u>
<u>Senior Securities</u>	<u>48</u>
<u>Business</u>	<u>49</u>
<u>Management</u>	<u>58</u>
<u>Portfolio Management</u>	<u>66</u>
<u>Investment Advisory Agreement</u>	<u>69</u>
<u>Administration Agreement</u>	<u>74</u>
<u>Certain Relationships and Transactions</u>	<u>75</u>
<u>Control Persons and Principal Stockholders</u>	<u>76</u>
<u>Regulation as a Registered Closed-End Management Investment Company</u>	<u>78</u>
<u>Determination of Net Asset Value</u>	<u>83</u>
<u>Distribution Reinvestment Plan</u>	<u>85</u>
<u>Material U.S. Federal Income Tax Considerations</u>	<u>86</u>
<u>Description of Securities</u>	<u>94</u>
<u>Description of Our Capital Stock</u>	<u>95</u>
<u>Description of Our Preferred Stock</u>	<u>102</u>
<u>Description of Our Subscription Rights</u>	<u>103</u>
<u>Description of Our Debt Securities</u>	<u>104</u>

<u>Plan of Distribution</u>	<u>117</u>
<u>Custodian, Transfer Agent, Distribution Disbursing Agent and Redemption and Paying Agent</u>	<u>119</u>
<u>Brokerage Allocation and Other Practices</u>	<u>119</u>
<u>Legal Matters</u>	<u>119</u>
<u>Experts</u>	<u>119</u>
<u>Available Information</u>	<u>119</u>
<u>Index to Financial Statements</u>	<u>F-1</u>

i

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the SEC, using the shelf registration process. Under the shelf registration process, we may offer, from time to time, in one or more offerings up to \$500,000,000 of our common stock, preferred stock, subscription rights to purchase shares of our common stock or debt securities, on terms to be determined at the time of the offering. The securities may be offered at prices and on terms described in one or more supplements to this prospectus. This prospectus provides you with a general description of the securities that we may offer. Each time we use this prospectus to offer securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between information in this prospectus and any accompanying prospectus supplement, you should rely only on the information contained in the prospectus supplement. Please carefully read this prospectus and the prospectus supplement together with any exhibits and the additional information described under the headings **Available Information** and **Risk Factors** before you make an investment decision.

TABLE OF CONTENTS

SUMMARY

The following summary contains basic information about this offering. It may not contain all the information that is important to an investor. For a more complete understanding of this offering, you should read this entire document and the documents to which we have referred.

Except where the context requires otherwise, the terms Oxford Lane Capital, the Company, the Fund, we, us and our refer to Oxford Lane Capital Corp.; Oxford Lane Management and investment adviser refer to Oxford Lane Management, LLC; BDC Partners and administrator refer to BDC Partners, LLC; and Alaric and Alaric Compliance Services refer to Alaric Compliance Services, LLC.

Overview

We are a non-diversified closed-end management investment company that has registered as an investment company under the 1940 Act. Our investment objective is to maximize our portfolio's risk-adjusted total return.

We have implemented our investment objective by purchasing portions of equity and junior debt tranches of collateralized loan obligation (CLO) vehicles. Our investment objective also includes investing in warehouse facilities, which are financing structures intended to aggregate senior secured corporate loans that may be used to form the basis of a CLO vehicle. Substantially all of the CLO vehicles in which we may invest would be deemed to be investment companies under the 1940 Act but for the exceptions set forth in section 3(c)(1) or section 3(c)(7). Structurally, CLO vehicles are entities formed to originate and manage a portfolio of loans. The loans within the CLO vehicle are limited to loans which meet established credit criteria and are subject to concentration limitations in order to limit a CLO vehicle's exposure to a single credit. A CLO vehicle is formed by raising various classes or tranches of debt (with the most senior tranches being rated AAA to the most junior tranches typically being rated BB or B) and equity. The CLO vehicles which we focus on are collateralized primarily by senior secured loans made to companies whose debt is unrated or is rated below investment grade (Senior Loans), and generally have very little or no exposure to real estate, mortgage loans or to pools of consumer-based debt, such as credit card receivables or auto loans. Below investment grade securities are often referred to as junk. We may also invest, on an opportunistic basis, in other corporate credits of a variety of types. We expect that each of our investments will range in size from \$5 million to \$50 million, although the investment size may vary consistent with the size of our overall portfolio. Oxford Lane Management manages our investments and its affiliate arranges for the performance of the administrative services necessary for us to operate.

The structure of CLO vehicles, which are highly levered, is extremely complicated. Since we invest in the residual interests of CLO securities, our investments are much riskier than the risk profile of the Senior Loans by which such CLO vehicles are collateralized. Our investments in CLO vehicles may be riskier and less transparent to us and our stockholders than direct investments in the underlying Senior Loans. Our portfolio of investments may lack diversification among CLO vehicles which may subject us to a risk of significant loss if one or more of these CLO vehicles experience a high level of defaults on its underlying Senior Loans. The CLO vehicles in which we invest have debt that ranks senior to our investment. The market price for CLO vehicles may fluctuate dramatically, which may make portfolio valuations unreliable and negatively impact our net asset value and our ability to make distributions to our stockholders. Our equity investment distributions from CLO vehicles will likely be materially reduced if three month LIBOR increases. Our financial results may be affected adversely if one or more of our significant equity or junior debt investments in such CLO vehicles defaults on its payment obligations or fails to perform as we expect.

Our investments in CLO vehicles may be subject to special anti-deferral provisions that could result in us incurring tax or recognizing income prior to receiving cash distributions related to such income. Specifically, the CLO vehicles in which we invest generally constitute passive foreign investment companies (PFICs). Because we acquire investments in PFICs (including equity tranche investments in CLO vehicles that are PFICs), we may be subject to U.S. federal income tax on a portion of any excess distribution or gain from the disposition of such investments even if such income is distributed as a taxable dividend by us to our stockholders. See Risk Factors Risks Related to Our Investments beginning on page 21 to read about factors you should consider before investing in our securities.

1

TABLE OF CONTENTS

For the fiscal year ended March 31, 2016, our total return based on market value was (28.97)%. Total return based on market value is calculated assuming that shares of the Fund's common stock were purchased at the market price as of the beginning of the period, and that distribution, capital gains and other distributions were reinvested as provided for in the Fund's distribution reinvestment plan, excluding any discounts, and that the total number of shares were sold at the closing market price per share on the last day of the period. The computation does not reflect any sales commission investors may incur in purchasing or selling shares of the Fund. Our total return figures are subject to change and, in the future, may be greater or less than the rates set forth above.

Distributions

In order to be subject to pass-through tax treatment as a regulated investment company, or RIC, and to eliminate our liability for corporate-level U.S. federal income tax on the income we distribute to our stockholders, we are required, under Subchapter M of the Internal Revenue Code of 1986, as amended, or the Code, to distribute to our stockholders on an annual basis at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any.

2

TABLE OF CONTENTS

The following table reflects the cash distributions, including dividends and tax returns of capital, if any, per share that we have declared on our common stock to date as well as our quarterly per share net investment income and distributions in excess of net investment income:

Three Months Ended	Record Date	Payment Date	Distributions ⁽¹⁾	GAAP Net Investment Income	Distributions in excess of Net Investment Income
Fiscal 2017					
September 30, 2016	September 16, 2016	September 30, 2016	\$ 0.60	\$ (2)	\$ (2)
June 30, 2016	June 16, 2016	June 30, 2016	0.60	0.30	0.30
Total Fiscal 2017			1.20	0.30	0.90
Fiscal 2016					
March 31, 2016	March 16, 2016	March 31, 2016	0.60	0.36	0.24
December 31, 2015	December 16, 2015	December 31, 2015	0.60	0.46	0.14
September 30, 2015	September 30, 2015	October 30, 2015	0.60	0.33	0.27
June 30, 2015	June 16, 2015	June 30, 2015	0.60	0.44	0.16
Total Fiscal 2016			2.40	1.59	0.81
Fiscal 2015					
March 31, 2015	March 17, 2015	March 31, 2015	0.60	0.41	0.19
December 31, 2014	December 17, 2014	December 31, 2014	0.60	0.29	0.31
September 30, 2014	September 16, 2014	September 30, 2014	0.60	0.28	0.32
June 30, 2014	June 16, 2014	June 30, 2014	0.60	0.38	0.22
Total Fiscal 2015			2.40	1.36	1.04
Fiscal 2014					
March 31, 2014	March 17, 2014	March 31, 2014	0.60	0.29	0.31
December 31, 2013	March 17, 2014	March 31, 2014	0.10 ⁽³⁾		
December 31, 2013	December 17, 2013	December 31, 2013	0.55	0.32	0.23
September 30, 2013	September 16, 2013	September 30, 2013	0.55	0.35	0.20
June 30, 2013	June 14, 2013	June 28, 2013	0.55	0.28	0.27
Total Fiscal 2014			2.35	1.24	1.11
Fiscal 2013					