

PROSPECT CAPITAL CORP

Form 497

May 13, 2010

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**Filed pursuant to Rule 497(e)  
Registration No. 333-164270**

**PROSPECTUS SUPPLEMENT  
(To Prospectus dated March 4, 2010)**

**Up to 4,553,800 Shares**

**Common Stock**

Prospect Capital Corporation is a financial services company that lends to and invests in middle market, privately-held companies. We are organized as an externally-managed, non-diversified closed-end management investment company that has elected to be treated as a business development company under the Investment Company Act of 1940. Prospect Capital Management LLC manages our investments and Prospect Administration LLC provides the administrative services necessary for us to operate.

On March 17, 2010, we entered into separate equity distribution agreements with each of BB&T Capital Markets, a division of Scott & Stringfellow, LLC and Knight Capital Markets LLC, which we refer to individually as a Sales Manager and together as the Sales Managers, relating to shares of common stock offered by this prospectus supplement and the accompanying prospectus. The equity distribution agreements provide that we may offer and sell up to 8,000,000 shares of our common stock from time to time through the Sales Managers, as our agents for the offer and sale of such common stock. During the period from March 17, 2010 (the date of the equity distribution agreements) through April 30, 2010, we sold 3,446,200 shares of our common stock through the Sales Managers pursuant to the equity distribution agreements. No sales of common stock were made pursuant to the equity distribution agreements during the period from May 1, 2010 through the date of this prospectus supplement. As such, there are 4,553,800 shares of common stock remaining that we may offer and sell through the Sales Managers pursuant to the equity distribution agreements. See Prospectus Summary Recent Developments on page S-2 of this prospectus supplement.

Sales of our common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in negotiated transactions or transactions that are deemed to be at the market as defined in Rule 415 under the Securities Act of 1933, as amended, or the 1933 Act, including sales made directly on the NASDAQ Global Select Market or sales made to or through a market maker other than on an exchange.

Each Sales Manager will receive from us a commission equal to 2% of the gross sales price of all shares of common stock sold through it as Sales Manager under the applicable equity distribution agreement. In connection with the sale of the common stock on our behalf, a Sales Manager may be deemed to be an underwriter within the meaning of the 1933 Act, and the compensation of a Sales Manager may be deemed to be underwriting commissions or discounts.

Neither Sales Manager is required to sell any specific number or dollar amount of common stock, but each will use its reasonable efforts to sell the common stock offered by this prospectus supplement. See Plan of Distribution on page S-38 of this prospectus supplement.

These shares of common stock may be offered at a discount from our most recently determined net asset value per share pursuant to authority granted by our stockholders at the annual meeting of stockholders held on December 11, 2009. Sales of common stock at prices below net asset value per share dilute the interests of existing stockholders,

have the effect of reducing our net asset value per share and may reduce our market price per share. See **Risk Factors** beginning on page S-7 and **Sales of Common Stock Below Net Asset Value** beginning on page S-34 of this prospectus supplement and on page 80 of the accompanying prospectus.

Our common stock is traded on the NASDAQ Global Select Market under the symbol PSEC. The last reported closing sales price for our common stock on May 12, 2010 was \$10.96 per share and our most recently determined net asset value per share was \$10.09 as of March 31, 2010 (\$10.16 on an as adjusted basis solely to give effect to our issuance of common stock on April 23, 2010 in connection with our dividend reinvestment plan and our sale of 2,634,700 shares of common stock during the period from April 1, 2010 through April 30, 2010 pursuant to the equity distribution agreements).

This prospectus supplement and the accompanying prospectus contain important information you should know before investing in our securities. Please read it before you invest and keep it for future reference. We file annual, quarterly and current 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 at 10 East 40th Street, 44th Floor, New York, NY 10016 or by telephone at (212) 448-0702. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) where such information is available without charge upon written or oral request. Our Internet website address is [www.prospectstreet.com](http://www.prospectstreet.com). Information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus and you should not consider information contained on our website to be part of this prospectus.

**Investing in our common stock involves risks. See **Risk Factors** beginning on page S-7 of this prospectus supplement and on page 9 of the accompanying prospectus.**

**The SEC has not approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**BB&T Capital Markets**  
**A division of Scott & Stringfellow, LLC**

**Knight Capital Markets LLC**

Prospectus Supplement dated May 13, 2010

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**FORWARD-LOOKING STATEMENTS**

Our annual report on Form 10-K for the year ended June 30, 2009, any of our quarterly reports on Form 10-Q or current reports on Form 8-K, or any other oral or written statements made in press releases or otherwise by or on behalf of Prospect Capital Corporation including this prospectus supplement and the accompanying prospectus may contain forward-looking statements within the meaning of the Section 21E of the Securities Exchange Act of 1934 (the Exchange Act), as amended, which involve substantial risks and uncertainties. Forward-looking statements predict or describe our future operations, business plans, business and investment strategies and portfolio management and the performance of our investments and our investment management business. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our industry, our beliefs, and our assumptions. Words such as intends, intend, intended, goal, estimate, estimates, expects, expected, project, projected, projections, plans, seeks, anticipates, anticipated, should, could, may, foreseeable future, believe, believes and scheduled and variations of these words and similar expressions are intended to identify forward-looking statements. Our actual results or outcomes may differ materially from those anticipated. Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date the statement was made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements, including without limitation:

our future operating results,

our business prospects and the prospects of our portfolio companies,

the impact of investments that we expect to make,

the dependence of our future success on the general economy and its impact on the industries in which we invest,

the ability of our portfolio companies to achieve their objectives,

difficulty in obtaining financing or raising capital, especially in the current credit and equity environment,

the level and volatility of prevailing interest rates and credit spreads, magnified by the current turmoil in the credit markets,

adverse developments in the availability of desirable loan and investment opportunities whether they are due to competition, regulation or otherwise,

a compression of the yield on our investments and the cost of our liabilities, as well as the level of leverage available to us,

our regulatory structure and tax treatment, including our ability to operate as a business development company and a regulated investment company,

the adequacy of our cash resources and working capital,

the timing of cash flows, if any, from the operations of our portfolio companies,

the ability of our investment adviser to locate suitable investments for us and to monitor and administer our investments,

authoritative generally accepted accounting principles or policy changes from such standard-setting bodies as the Financial Accounting Standards Board, the Securities and Exchange Commission, Internal Revenue Service, the NASDAQ Global Select Market, and other authorities that we are subject to, as well as their counterparts in any foreign jurisdictions where we might do business, and

the risks, uncertainties and other factors we identify in **Risk Factors** and elsewhere in this prospectus supplement and the accompanying prospectus and in our filings with the SEC.

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Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. Important assumptions include our ability to originate new loans and investments, certain margins and levels of profitability and the availability of additional capital. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this prospectus supplement and the accompanying prospectus, respectively, should not be regarded as a representation by us that our plans and objectives will be achieved. These risks and uncertainties include those described or identified in **Risk Factors** and elsewhere in this prospectus supplement and the accompanying prospectus, respectively. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this prospectus supplement or the accompanying prospectus, as applicable. These forward-looking statements do not meet the safe harbor for forward-looking statements pursuant to Section 27A of the Securities Act.

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus. We have not, and the Sales Managers have not, authorized any other person to provide you with information that is different from that contained in this prospectus supplement or the accompanying prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the Sales Managers are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus is accurate only as of their respective dates. Our business, financial condition and results of operations may have changed since those dates. This prospectus supplement supersedes the accompanying prospectus to the extent it contains information that is different from or in addition to the information in that prospectus.

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**PROSPECTUS SUMMARY**

*This summary highlights some information from this prospectus supplement and the accompanying prospectus, and it may not contain all of the information that is important to you. To understand the terms of the common stock offered hereby, you should read this prospectus supplement and the accompanying prospectus carefully. Together, these documents describe the specific terms of the shares of common stock we are offering. You should carefully read the sections titled *Risk Factors* in this prospectus supplement and in the accompanying prospectus and the documents identified in the section *Available Information*.*

*The terms *we*, *us*, *our* and *Company*, refer to Prospect Capital Corporation; *Prospect Capital Management and Investment Advisor* refer to Prospect Capital Management LLC; and *Prospect Administration and the Administrator* refer to Prospect Administration LLC.*

**The Company**

Prospect Capital Corporation is a financial services company that primarily lends to and invests in middle market privately-held companies. We are a closed-end investment company that has filed an election to be treated as a business development company under the Investment Company Act of 1940, or the 1940 Act. We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, project financing and recapitalization. We work with the management teams or financial sponsors to seek investments with historical cash flows, asset collateral or contracted pro-forma cash flows.

Typically, we concentrate on making investments in companies with annual revenues of less than \$500 million and enterprise values of less than \$250 million. Our typical investment involves a secured loan of less than \$50 million with some form of equity participation. From time to time, we acquire controlling interests in companies in conjunction with making secured debt investments in such companies. In most cases, companies in which we invest are privately held at the time we invest in them. We refer to these companies as *target* or *middle market* companies and these investments as *middle market* investments.

We seek to maximize total returns to our investors, including both current yield and equity upside, by applying rigorous credit analysis and asset-based and cash-flow based lending techniques to make and monitor our investments. A majority of our investments to date have been in energy-related industries. We have made no investments to date in the real estate or mortgage industries, and we do not intend currently to focus on such investments.

We are currently pursuing multiple investment opportunities, including purchases of portfolios from private and public companies, as well as originations and secondary purchases of particular securities. There can be no assurance that we will successfully consummate any investment opportunity we are currently pursuing. Motivated sellers, including commercial finance companies, hedge funds, other business development companies, total return swap counterparties, banks, collateralized loan obligation funds, and other entities, are suffering from excess leverage, and we believe we are well positioned to capitalize as potential buyers of such assets at attractive prices. If any of these opportunities are consummated, there can be no assurance that investors will share our view of valuation or that any assets acquired will not be subject to future write downs, each of which could have an adverse effect on our stock price.

As of March 31, 2010, we held investments in 55 portfolio companies. The aggregate fair value as of March 31, 2010 of investments in these portfolio companies held on that date is approximately \$697 million. Our portfolio across all our long-term debt and certain equity investments had an annualized current yield of 14.6% as of March 31, 2010. The

yield includes interest as well as dividends.

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**Recent Developments**

**Sales Pursuant to the Equity Distribution Agreements**

During the period from March 17, 2010 (the date of the equity distribution agreements) through April 30, 2010, we sold 3,446,200 shares of our common stock through the Sales Managers pursuant to the equity distribution agreements, including 3,446,200 through BB&T Capital Markets, a division of Scott & Stringfellow, LLC and none through Knight Capital Markets LLC. No sales of common stock were made pursuant to the equity distribution agreements during the period from May 1, 2010 through the date of this prospectus supplement. The sales resulted in gross proceeds to the Company of \$41.7 million. The aggregate gross sales commission to the Sales Managers through April 30, 2010 has been \$0.8 million, with \$0.8 million paid to BB&T Capital Markets, a division of Scott & Stringfellow, LLC and zero paid to Knight Capital Markets LLC. The aggregate net proceeds from such sales are approximately \$40.4 million after deducting related expenses, including commission to the Sales Managers.

**Board of Directors**

On March 23, 2010, our Board of Directors unanimously approved William J. Grempe as a member of the Board of Directors effective April 1, 2010. Mr. Grempe, who was previously an independent director of the Company from June 2006 through December 2008, will serve as a Class I independent director of the Company and will serve as a member of the Audit Committee and the Nominating and Corporate Governance Committee. Mr. Grempe does not sit on the board of directors of any other public companies. Mr. Grempe was born in 1942 and the address for Mr. Grempe is c/o Prospect Capital Corporation, 10 East 40th Street, 44th Floor, New York, NY 10016. Mr. Grempe replaces Mr. Graham D.S. Anderson as an independent director of the Company. Mr. Anderson resigned from the Board of Directors effective April 1, 2010.

In selecting Mr. Grempe as a director, the Board of Directors evaluated him against the knowledge, experience, skills, expertise and diversity that in the Company's view are necessary and desirable for directors. The knowledge, experience, skills, expertise and diversity of Mr. Grempe were considered in their totality, and none of the criteria, in isolation, was controlling. In that regard, over the last five years, Mr. Grempe's principal occupation included credit evaluation, securities research and accounting principles at Merrill Lynch & Co. The Company believes that using these criteria allows for directors who have balanced and diverse experience, skills, attributes and qualifications, which in turn allows the Board of Directors to operate effectively in governing the Company and protecting the interests of shareholders.

**Third Quarter Dividend**

On April 23, 2010, we paid our previously declared dividend for our third fiscal quarter (for the fiscal year ending June 30, 2010) of \$0.41 per share to holders of record on March 31, 2010.

**Credit Facility**

The revolving period for our credit facility with Rabobank Nederland (Rabobank) is currently scheduled to terminate on June 24, 2010. If the credit facility is not renewed or extended by the participant banks by June 24, 2010, we will not be able to make further borrowings under the facility after such date and the outstanding principal balance on that date will be due and payable on June 24, 2011. At May 12, 2010 we had \$35.0 million of borrowing under our credit facility. On April 30, 2010, we entered into an engagement with Rabobank and Key Equipment Finance, Inc. to syndicate and Rabobank to structure a new syndicated credit facility, and we are currently negotiating the terms of such facility. While we are optimistic that we can successfully reach an agreement, we cannot provide assurances that we will be able to do so or as to any terms of such a facility. See *Risk Factors - Failure to extend our existing credit*

*facility, which is currently scheduled to expire on June 24, 2010, could have a material adverse effect on our results of operations and financial condition and our ability to pay expenses and make distributions.*

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**The Offering**

Common stock offered by us	Up to 4,553,800 shares.
Common stock outstanding as of the date of this prospectus supplement	67,281,662 shares.
Use of proceeds	We expect to use the net proceeds from this offering initially to maintain balance sheet liquidity, involving repayment of debt under our credit facility, investments in high quality short-term debt instruments or a combination thereof, and thereafter to make long-term investments in accordance with our investment objective. See Use of Proceeds in this prospectus supplement.
The NASDAQ Global Select Market symbol	PSEC
Risk factors	See Risk Factors in this prospectus supplement and the accompanying prospectus and other information in this prospectus supplement and the accompanying prospectus for a discussion of factors you should carefully consider before you decide whether to make an investment in shares of our common stock.
Current distribution rate	For our third fiscal quarter of 2010, our Board of Directors declared a quarterly dividend of \$0.410 per share, representing an annualized dividend yield of approximately 15.0% based on our May 12, 2010 closing stock price of \$10.96 per share. Such dividend was payable out of earnings. Our dividend is subject to change or discontinuance at any time in the discretion of our Board of Directors. Our future earnings and operating cash flow may not be sufficient to support a dividend.

***Fees and Expenses***

The following tables are intended to assist you in understanding the costs and expenses that an investor in this offering will bear directly or indirectly. In these tables, we assume that we have borrowed \$210 million under our credit facility, which is the maximum amount currently available under the credit facility at March 31, 2010. As of March 31, 2010, we had \$54.2 million outstanding under our credit facility and approximately \$62.5 million was available to us for borrowing under our credit facility. Except where the context suggests otherwise, whenever this prospectus supplement and the accompanying prospectus contains a reference to fees or expenses paid by you, us or Prospect Capital, or that we will pay fees or expenses, the Company will pay such fees and expenses out of our net assets and, consequently, you will indirectly bear such fees or expenses as an investor in the Company. However, you will not be required to deliver any money or otherwise bear personal liability or responsibility for such fees or expenses.

**Stockholder transaction expenses:**

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Sales load (as a percentage of offering price)(1)	2.00%
Offering expenses borne by us (as a percentage of offering price)(2)	0.35%
Dividend reinvestment plan expenses(3)	None
Total stockholder transaction expenses (as a percentage of offering price)	2.35%
<b>Annual expenses (as a percentage of net assets attributable to common stock)(4):</b>	
Management Fees(5)	2.79%
Incentive fees payable under Investment Advisory Agreement (20% of realized capital gains and 20% of pre-incentive fee net investment income)(6)	2.47%
Interest payments on borrowed funds	1.94%(7)
Acquired Fund Fees and Expenses	0.02%(8)
Other expenses	2.08%(9)
Total annual expenses	9.30%(6)(9)

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The following table demonstrates the projected dollar amount of cumulative expenses we would pay out of net assets and that you would indirectly bear over various periods with respect to a hypothetical investment in our common stock. In calculating the following expense amounts, we have assumed that our annual operating expenses would remain at the levels set forth in the table above and that we pay the transaction costs shown in the table above.

	<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
You would pay the following expenses on a \$1,000 investment, assuming a 5% annual return	\$ 90.14	\$ 219.77	\$ 344.73	\$ 637.71

While the example assumes, as required by the SEC, a 5% annual return, our performance will vary and may result in a return greater or less than 5%. The income incentive fee under our Investment Advisory Agreement with Prospect Capital Management would be zero at the 5% annual return assumption required by the SEC for this table, since no incentive fee is paid until the annual return exceeds 7%. This illustration assumes that we will not realize any capital gains computed net of all realized capital losses and unrealized capital depreciation in any of the indicated time periods. If we achieve sufficient returns on our investments, including through the realization of capital gains, to trigger an incentive fee of a material amount, our expenses, and returns to our investors after such expenses, would be higher. In addition, while the example assumes reinvestment of all dividends and distributions at NAV per share, participants in our dividend reinvestment plan will receive a number of shares of our common stock determined by dividing the total dollar amount of the dividend payable to a participant by the market price per share of our common stock at the close of trading on the valuation date for the dividend. See *Dividend Reinvestment Plan* in the accompanying prospectus for additional information regarding our dividend reinvestment plan.

**This example and the expenses in the table above should not be considered a representation of our future expenses. Actual expenses (including the cost of debt, if any, and other expenses) may be greater or less than those shown.**

- (1) Represents the commission with respect to our shares of common stock being sold in this offering, which we will pay to the Sales Managers in connection with sales of common stock effected by the Sales Managers in this offering. This is the only sales load to be paid in connection with this offering. There is no guaranty that there will be any sales of our common stock pursuant to this prospectus supplement and the accompanying prospectus.
- (2) The offering expenses of this offering are estimated to be approximately \$300,000.
- (3) The expenses of the dividend reinvestment plan are included in other expenses.
- (4) Net assets attributable to our common stock equal net assets (i.e., total assets less liabilities other than liabilities for money borrowed for investment purposes) at March 31, 2010. See *Capitalization* in this prospectus supplement.
- (5) Our base management fee is 2% of our gross assets (which include any amount borrowed, i.e., total assets without deduction for any liabilities). Assuming that we have borrowed \$210 million (the size of our credit facility at March 31, 2010), the 2% management fee of gross assets equals 2.79% of net assets. See *Management Management Services Investment Advisory Agreement* in the accompanying prospectus and footnote 6 below.

- (6) Based on an annualized level of incentive fee paid during our quarter ended March 31, 2010, all of which consisted of an income incentive fee. For a more detailed discussion of the calculation of the two-part incentive fee, see Management Services Investment Advisory Agreement in the accompanying prospectus.
- (7) We may borrow additional money before and after the proceeds of this offering are substantially invested. After this offering, we will have an increased amount available for us under our existing credit facility and we will continue to seek additional lenders to upsize the facility to up to \$250 million. For more information, see Risk Factors Risks Relating To Our Business Changes in interest rates may affect our cost of capital and net investment income and Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations Operating Expenses Financial Condition, Liquidity and Capital Resources in the accompanying prospectus. The table above assumes that we have borrowed \$210 million under our credit facility, which is the maximum amount available under the credit facility at March 31, 2010. If we do not borrow amounts following this offering, our base management fee, as a percentage of net assets attributable to common stock, will decrease from the percentage shown in the table above, as borrowings will not represent a portion of our overall assets.

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- (8) The Company's stockholders indirectly bear the expenses of underlying investment companies in which the Company invests. This amount includes the fees and expenses of investment companies in which the Company is invested in as of March 31, 2010. When applicable, fees and expenses are based on historic fees and expenses for the investment companies and for those investment companies with little or no operating history, fees and expenses are based on expected fees and expenses stated in the investment companies' prospectus or other similar communication without giving effect to any performance. Future fees and expenses for certain investment companies may be substantially higher or lower because certain fees and expenses are based on the performance of the investment companies, which may fluctuate over time. The amount of the Company's average net assets used in calculating this percentage was based on net assets of approximately \$649 million as of March 31, 2010.
- (9) Other expense is based on our annualized expenses during our quarter ended March 31, 2010, as adjusted for the increased costs anticipated in connection with the credit facility. See Management Services Administration Agreement in the accompanying prospectus.

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You should read the condensed financial information below with the Financial Statements and Notes thereto included in this prospectus supplement and the accompanying prospectus. Financial information below for the twelve months ended June 30, 2009, 2008, 2007, 2006 and 2005 has been derived from the financial statements that were audited by our independent registered public accounting firm. The selected consolidated financial data at and for the nine months ended March 31, 2010 and 2009 have been derived from unaudited financial data, but in the opinion of our management, reflect all adjustments (consisting only of normal recurring adjustments) that are necessary to present fairly the results for such interim periods. Interim results at and for the nine months ended March 31, 2010 are not necessarily indicative of the results that may be expected for the year ending June 30, 2010. Certain reclassifications have been made to the prior period financial information to conform to the current period presentation. See Management's Discussion and Analysis of Financial Condition and Results of Operations starting on page S-9 for more information.

	For the Nine Months Ended			For the Year/Period Ended June 30,			2005
	2010	2009	2009	2008	2007	2006	
	(In thousands except data relating to shares, per share and number of portfolio companies)						
<b>Financial Data:</b>							
Income	\$ 61,321	\$ 50,862	\$ 62,926	\$ 59,033	\$ 30,084	\$ 13,268	\$ 4,444
Adjusted income	12,689	13,833	22,793	12,033	6,153	3,601	3,601
Income	8,395	13,986	14,762	8,336	4,444		
Investment	82,405	78,681	100,481	79,402	40,681	16,869	8,336
and credit							
expenses	(5,480)	(4,828)	(6,161)	(6,318)	(1,903)	(642)	
Investment advisory	(22,016)	(20,535)	(26,705)	(20,199)	(11,226)	(3,868)	(1,903)
expenses	(6,692)	(6,136)	(8,452)	(7,772)	(4,421)	(3,801)	(3,801)
expenses	(34,188)	(31,499)	(41,318)	(34,289)	(17,550)	(8,311)	(5,444)
Investment	48,217	47,182	59,163	45,113	23,131	8,558	2,709
and							
Adjusted gains	(45,508)	(11,329)	(24,059)	(17,522)	(6,403)	4,338	6,153
Increase in net							
from							
operations	\$ 2,709	\$ 35,853	\$ 35,104	\$ 27,591	\$ 16,728	\$ 12,896	\$ 8,336

<b>Share Data:</b>							
Increase in net income							
Per share	\$ 0.05	\$ 1.21	\$ 1.11	\$ 1.17	\$ 1.06	\$ 1.83	\$
Weighted average							
Outstanding							
Period	56,948,036	29,708,458	31,559,905	23,626,642	15,724,095	7,056,846	7,055,000
<b>Balance Sheet Data:</b>							
Assets	\$ 697,001	\$ 555,041	\$ 547,168	\$ 497,530	\$ 328,222	\$ 133,969	\$ 55,000
Liabilities	53,526	47,765	119,857	44,248	48,280	4,511	48,000
Equity	750,527	602,806	667,025	541,778	376,502	138,480	103,000
Drawn on							
Facility	54,200	137,567	124,800	91,167		28,500	
Owed to							
Parties	9,489	6,555	6,713	6,641	4,838	745	
Liabilities	37,352	14,660	2,916	14,347	71,616	965	
Equity	101,041	158,782	134,429	112,155	76,454	30,210	
Assets	\$ 649,486	\$ 444,024	\$ 532,596	\$ 429,623	\$ 300,048	\$ 108,270	\$ 102,000
<b>Investment Activity</b>							
Portfolio							
Units at period							
End of	55	31	30	29(2)	24(2)	15	
Repayments,	\$ 275,815	\$ 90,376	\$ 98,305	\$ 311,947	\$ 167,255	\$ 83,625	\$ 79,000
Net disposals	\$ 96,338	\$ 23,859	\$ 27,007	\$ 127,212	\$ 38,407	\$ 9,954	\$ 32,000
Weighted-Average							
End of							
Period	14.6%	15.1%	13.7%	15.5%	17.1%	17.0%	

(1) Per share data is based on average weighted shares for the period.

(2) Includes a net profits interest in Charlevoix Energy Trading LLC ( Charlevoix ), remaining after loan was paid.

(3) Includes dividends from certain equity investments.

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**RISK FACTORS**

*Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and in the accompanying prospectus, together with all of the other information included in this prospectus supplement and in the accompanying prospectus, before you decide whether to make an investment in our common stock. The risks set forth below and in the accompanying prospectus are not the only risks we face. If any of the adverse events or conditions described below or in the accompanying prospectus occur, our business, financial condition and results of operations could be materially adversely affected. In such case, our NAV and the trading price of our common stock could decline, we could reduce or eliminate our dividend and you could lose all or part of your investment.*

***Failure to extend our existing credit facility, which is currently scheduled to expire on June 24, 2010, could have a material adverse effect on our results of operations and financial position and our ability to pay expenses and make distributions.***

The revolving period for our credit facility with Rabobank is currently scheduled to terminate on June 24, 2010. If the credit facility is not renewed or extended by the participant banks by June 24, 2010, we will not be able to make further borrowings under the facility after such date and the outstanding principal balance on that date will be due and payable on June 24, 2011. At May 12, 2010 we had \$35.0 million of borrowing under our credit facility. On April 30, 2010, we entered into an engagement with Rabobank and Key Equipment Finance, Inc. to syndicate and Rabobank to structure a new syndicated credit facility, and we are currently negotiating the terms of such facility. While we are optimistic that we can successfully reach an agreement, we cannot provide assurances that we will be able to do so. If we are unable to extend our facility or find a new source of borrowing on acceptable terms, we will be required to pay down the amounts outstanding under the facility during the one-year term-out period through one or more of the following: (1) principal collections on our securities pledged under the facility, (2) at our option, interest collections on our securities pledged under the facility and cash collections on our securities not pledged under the facility, or (3) possible liquidation of some or all of our loans and other assets, any of which could have a material adverse effect on our results of operations and financial position and may force us to decrease or stop paying certain expenses and making distributions until the facility is repaid. In addition, our stock price could decline significantly, we would be restricted in our ability to acquire new investments and, in connection with our year-end audit, our independent registered accounting firm could raise an issue as to our ability to continue as a going concern.

***Recent developments may increase the risks associated with our business and an investment in us.***

The U.S. financial markets have been experiencing a high level of volatility, disruption and distress, which was exacerbated by the failure of several major financial institutions in the last few months of 2008. In addition, the U.S. economy has been in a recession, the aftermath of which may be severe and prolonged. Similar conditions have occurred in the financial markets and economies of numerous other countries and could worsen, both in the U.S. and globally. These conditions have raised the level of many of the risks described in the accompanying prospectus and could have an adverse effect on our portfolio companies as well as on our business, financial condition, results of operations, dividend payments, credit facility, access to capital, valuation of our assets, including our NAV, and our stock price.

***Our most recent NAV was calculated on March 31, 2010 and our NAV when calculated effective June 30, 2010 may be higher or lower.***

Our most recently estimated NAV per share is \$10.16 on an as adjusted basis solely to give effect to our issuance of common stock on April 23, 2010 in connection with our dividend reinvestment plan and our sale of 2,634,700 shares

of common stock during the period from April 1, 2010 through April 30, 2010 pursuant to the equity distribution agreements, versus \$10.09 determined by us as of March 31, 2010. NAV as of June 30, 2010 may be higher or lower than \$10.16 based on potential changes in valuations and earnings for the quarter then ended. Our Board of Directors has not yet determined the fair value of portfolio investments at any date subsequent to March 31, 2010. Our Board of Directors determines the fair value of our portfolio investments on a quarterly basis in

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connection with the preparation of quarterly financial statements and based on input from an independent valuation firm, our Investment Advisor and the audit committee of our Board of Directors.

*If we sell common stock at a discount to our NAV per share, stockholders who do not participate in such sale will experience immediate dilution in an amount that may be material.*

We have obtained approval from our stockholders for us to be able to sell an unlimited number of shares of our common stock at any level of discount from NAV per share in certain circumstances during the one-year period ending on December 11, 2010 as described in the accompanying prospectus. The issuance or sale by us of shares of our common stock at a discount to net asset value poses a risk of dilution to our stockholders. In particular, stockholders who do not purchase additional shares of common stock at or below the discounted price in proportion to their current ownership will experience an immediate decrease in NAV per share (as well as in the aggregate NAV of their shares of common stock if they do not participate at all). These stockholders will also experience a disproportionately greater decrease in their participation in our earnings and assets and their voting power than the increase we experience in our assets, potential earning power and voting interests from such issuance or sale. In addition, such sales may adversely affect the price at which our common stock trades. For additional information about recent sales below NAV per share, see *Recent Sales of Common Stock Below Net Asset Value* in this prospectus supplement and for additional information and hypothetical examples of these risks, see *Sales of Common Stock Below Net Asset Value* in this prospectus supplement and in the accompanying prospectus.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

*(All figures in this section are in thousands except share, per share and other data)*

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this prospectus supplement and the accompanying prospectus. Historical results set forth are not necessarily indicative of our future financial position and results of operations.

**General**

We are a financial services company that primarily lends to and invests in middle market privately-held companies. We are a closed-end investment company that has filed an election to be treated as a business development company under the Investment Company Act of 1940, or the 1940 Act. We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, project financing and recapitalization. We work with the management teams or financial sponsors to seek investments with historical cash flows, asset collateral or contracted pro-forma cash flows.

We seek to be a long-term investor with our portfolio companies. From our July 27, 2004 inception to the fiscal year ended June 30, 2007, we invested primarily in industries related to the industrial/energy economy. Since then, we have widened our strategy to focus in other sectors of the economy and continue to diversify our portfolio holdings.

**Patriot Acquisition**

On December 2, 2009, we acquired the outstanding shares of Patriot Capital Funding, Inc. ( Patriot ) common stock for \$201,083. Under the terms of the merger agreement, Patriot common shareholders received 0.363992 shares of our common stock for each share of Patriot common stock, resulting in 8,444,068 shares of common stock being issued by us. In connection with the transaction, we repaid all the outstanding borrowings of Patriot, in compliance with the merger agreement.

On December 2, 2009, Patriot made a final dividend equal to its undistributed net ordinary income and capital gains of \$0.38 per share. In accordance with a recent IRS revenue procedure, the dividend was paid 10% in cash and 90% in newly issued shares of Patriot's common stock. The exchange ratio was adjusted to give effect to the tax distribution.

The merger has been accounted for as an acquisition of Patriot by Prospect in accordance with acquisition method of accounting as detailed in ASC 805, *Business Combinations* ( ASC 805 ). The fair value of the consideration paid was allocated to the assets acquired and liabilities assumed based on their fair values as the date of acquisition. As described in more detail in ASC 805, goodwill, if any, would have been recognized as of the acquisition date, if the consideration transferred exceeded the fair value of identifiable net assets acquired. As of the acquisition date, the fair value of the identifiable net assets acquired exceeded the fair value of the consideration transferred, and we recognized the excess as a gain. A gain of \$5,714 was recorded by Prospect in the quarter ended December 31, 2009 related to the acquisition of Patriot. The acquisition of Patriot was negotiated in July 2009 with the purchase agreement being signed on August 3, 2009. Between July 2009 and December 2, 2009, our valuation of certain of the investments acquired from Patriot increased due to market improvement, which resulted in the recognition of the gain at closing.

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The purchase price has been allocated to the assets acquired and the liabilities assumed based on their estimated fair values as summarized in the following table:

Cash (to repay Patriot debt)	\$ 107,313
Cash (to fund purchase of restricted stock from former Patriot employees)	970
Common stock issued(1)	92,800
 Total purchase price	 201,083
 Assets acquired:	
Investments(2)	207,126
Cash and cash equivalents	1,697
Other assets	3,859
 Assets acquired	 212,682
Other liabilities assumed	(5,885)
 Net assets acquired	 206,797
 Preliminary gain on Patriot acquisition(3)	 \$ 5,714

- (1) The value of the shares of common stock exchanged with the Patriot common shareholders was based upon the closing price of our common stock on December 2, 2009, the price immediately prior to the closing of the transaction.
- (2) The fair value of Patriot's investments were determined by the Board of Directors in conjunction with an independent valuation agent. This valuation resulted in a purchase price which was \$98,150 below the amortized cost of such investments. For those assets which are performing, Prospect will record the accretion to par value in interest income over the remaining term of the investment.
- (3) The preliminary gain has been determined based upon the estimated value of certain liabilities which are not yet settled. Any changes to such accruals will be recorded in future periods as an adjustment to such gain. We do not believe such adjustments will be material.

During the period from the acquisition of Patriot on December 2, 2009 to March 31, 2010, and for the quarter ended March 31, 2010, we recognized \$14,454 and \$9,133, respectively, of interest income due to purchase discount accretion from the assets acquired from Patriot. Included in these amounts is \$11,462 and \$7,213 for the quarters ended December 31, 2009 and March 31, 2010, respectively, resulting from the acceleration of purchase discounts from the early repayments of three loans, three revolving lines of credit, sale of one investment position and restructuring of three loans.

**Merger Discussions with Allied Capital Corporation**

In January 2010, we delivered a proposal letter to Allied Capital Corporation ( Allied ) noting our opposition to Allied's proposed merger with Ares Capital Corporation ( Ares ) and containing an offer to acquire each outstanding Allied share in exchange for 0.385 of a share of our common stock. Allied expressed that our offer did not constitute a

Superior Proposal as defined in their Merger Agreement with Ares and declined our January 2010 offer. In February 2010, we increased our offer to 0.4416 of a share of our common stock. This final offer was also declined by Allied. On March 5, 2010, following Allied's announcement of a special dividend to shareholders, we terminated our solicitation in opposition of the proposed merger with Ares. We incurred \$925 of administrative and legal expense for advice relating to this potential acquisition for the quarter ended March 31, 2010.

### **Market Conditions**

While the economy continues to show signs of recovery from the deteriorating credit markets of 2008 and 2009, there is still a significant level of uncertainty and volatility in the capital markets. The growth and improvement in the capital markets that began during the second half of 2009 carried over into the first quarter of 2010. While encouraged by the signs of improvement, we operate in a challenging environment that is still recovering from a recession and in a financial services industry negatively affected by the deterioration of credit quality in subprime residential mortgages that spread rapidly to other credit markets. Market liquidity and credit quality conditions continue to remain weaker today than three years ago.

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We believe that Prospect is well positioned to navigate through these adverse market conditions. As a business development company, we are limited to a maximum 1 to 1 debt to equity ratio, and as of March 31, 2010, we had \$116,657 available under our credit facility, of which \$54,200 was outstanding. Further, as we make additional investments that are eligible to be pledged under the credit facility, we will generate additional credit facility availability. The revolving period for our credit facility continues until June 24, 2010, with an amortization running to June 24, 2011, with interest distributions to us allowed. We expect to enter into a new extended three-year revolving facility prior to June 24, 2010. While we are optimistic and have made substantial progress, we cannot guarantee the completion of such extension.

We also continue to generate liquidity through public and private stock offerings. On July 7, 2009, we completed a public stock offering for 5,175,000 shares of our common stock at \$9.00 per share, raising \$46,575 of gross proceeds. On August 20, 2009 and September 24, 2009, we issued 3,449,686 shares and 2,807,111 shares, respectively, of our common stock at \$8.50 and \$9.00 per share, respectively, in private stock offerings, raising \$29,322, and \$25,264 of gross proceeds, respectively. Concurrent with the sale of these shares, we entered into a registration rights agreement in which we granted the purchasers certain registration rights with respect to the shares. Under the terms and conditions of the registration rights agreement, we filed with the SEC a post-effective amendment to the registration statement on Form N-2 on November 6, 2009. Such amendment was declared effective by the SEC on November 9, 2009.

On March 4, 2010, our Registration Statement on Form N-2 was declared effective by the SEC. Under this Shelf Registration Statement, we can issue up to \$489,770 of additional equity securities as of March 31, 2010.

On March 17, 2010, we established an at-the-market program through which we may sell, from time to time and at our discretion, 8,000,000 shares of our common stock. An at-the-market offering is a registered offering by a publicly traded issuer of its listed equity securities selling shares directly into the market at market prices. We have engaged two broker-dealers to act as potential agents and sell our common stock directly into the market over a period of time. We currently pay a 2% commission to the broker-dealer on shares sold. Through this program we issued 811,500 shares of our common stock at an average price of \$12.60 per share, raising \$10,230 of gross proceeds, from March 23, 2010 through March 31, 2010. During the period from April 1, 2010 to May 10, 2010 we issued 2,634,700 shares of our common stock at an average price of \$11.93 per share, and raised \$31,432 of gross proceeds, under our at-the-market program.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ( GAAP ) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reported period. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ.

### **Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ materially. In addition to the discussion below, our critical accounting policies are further described in the notes to the financial statements.

### *Basis of Consolidation*

Under the 1940 Act rules, the regulations pursuant to Article 6 of Regulation S-X, and the American Institute of Certified Public Accountants Audit and Accounting Guide for Investment Companies, we are precluded from consolidating any entity other than another investment company or an operating company which provides substantially all of its services and benefits to us. Our March 31, 2010 and June 30, 2009 financial statements include our accounts and the accounts of Prospect Capital Funding, LLC, our only wholly-owned, closely-managed subsidiary that is also an investment company. All intercompany balances and transactions have been eliminated in consolidation.

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### *Investment Classification*

We are a non-diversified company within the meaning of the 1940 Act. We classify our investments by level of control. As defined in the 1940 Act, control investments are those where there is the ability or power to exercise a controlling influence over the management or policies of a company. Control is generally deemed to exist when a company or individual possesses or has the right to acquire within 60 days or less, a beneficial ownership of 25% or more of the voting securities of an investee company. Affiliated investments and affiliated companies are defined by a lesser degree of influence and are deemed to exist through the possession outright or via the right to acquire within 60 days or less, beneficial ownership of 5% or more of the outstanding voting securities of another person.

Investments are recognized when we assume an obligation to acquire a financial instrument and assume the risks for gains or losses related to that instrument. Investments are derecognized when we assume an obligation to sell a financial instrument and forego the risks for gains or losses related to that instrument. Specifically, we record all security transactions on a trade date basis. Investments in other, non-security financial instruments are recorded on the basis of subscription date or redemption date, as applicable. Amounts for investments recognized or derecognized but not yet settled are reported as Receivables for investments sold and Payables for investments purchased, respectively, in the Consolidated Statements of Assets and Liabilities.

### *Investment Valuation*

Our Board of Directors has established procedures for the valuation of our investment portfolio. These procedures are detailed below.

Investments for which market quotations are readily available are valued at such market quotations.

For most of our investments, market quotations are not available. With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board of Directors has approved a multi-step valuation process each quarter, as described below:

- 1) Each portfolio company or investment is reviewed by our investment professionals with the independent valuation firm engaged by our Board of Directors;
- 2) the independent valuation firm conducts independent appraisals and makes their own independent assessment;
- 3) the audit committee of our Board of Directors reviews and discusses the preliminary valuation of our Investment Adviser and that of the independent valuation firm; and
- 4) the Board of Directors discusses the valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our Investment Adviser, the independent valuation firm and the audit committee.

In September 2006, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Codification ( ASC or Codification ) 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). ASC 820 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. We adopted ASC 820 on a prospective basis beginning in the quarter ended September 30, 2008.

ASC 820 classifies the inputs used to measure these fair values into the following hierarchy:

**Level 1:** Quoted prices in active markets for identical assets or liabilities, accessible by us at the measurement date.

**Level 2:** Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

**Level 3:** Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level of input that is significant to the fair value measurement. Our assessment

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of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment.

The changes to GAAP from the application of ASC 820 relate to the definition of fair value, framework for measuring fair value, and the expanded disclosures about fair value measurements. ASC 820 applies to fair value measurements already required or permitted by other standards.

In accordance with ASC 820, the fair value of our investments is defined as the price that we would receive upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market in which that investment is transacted.

In April 2009, the FASB issued ASC 820-10-65, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ( ASC 820-10-65 ). This update provides further clarification for ASC 820 in markets that are not active and provides additional guidance for determining when the volume of trading level of activity for an asset or liability has significantly decreased and for identifying circumstances that indicate a transaction is not orderly. ASC 820-10-65 is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of ASC 820-10-65 for the three and nine months ended March 31, 2010, did not have any effect on our net asset value, financial position or results of operations as there was no change to the fair value measurement principles set forth in ASC 820.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ( ASC 2010-06 ). ASU 2010-06 amends ASC 820-10 and clarifies and provides additional disclosure requirements related to recurring and non-recurring fair value measurements and employers' disclosures about postretirement benefit plan assets. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009. Our management does not believe that the adoption of the amended guidance in ASC 820-10 will have a significant effect on our financial statements.

### *Federal and State Income Taxes*

We have elected to be treated as a regulated investment company and intend to continue to comply with the requirements of the Internal Revenue Code of 1986 (the Code ), applicable to regulated investment companies. We are required to distribute at least 90% of our investment company taxable income and intend to distribute (or retain through a deemed distribution) all of our investment company taxable income and net capital gain to stockholders; therefore, we have made no provision for income taxes. The character of income and gains that we will distribute is determined in accordance with income tax regulations that may differ from GAAP. Book and tax basis differences relating to stockholder dividends and distributions and other permanent book and tax differences are reclassified to paid-in capital.

If we do not distribute (or are not deemed to have distributed) at least 98% of our annual taxable income in the calendar year earned, we will generally be required to pay an excise tax equal to 4% of the amount by which 98% of our annual taxable income exceeds the distributions from such taxable income for the year. To the extent that we determine that our estimated current year annual taxable income will be in excess of estimated current year dividend distributions from such taxable income, we accrue excise taxes, if any, on estimated excess taxable income as taxable income is earned using an annual effective excise tax rate. The annual effective excise tax rate is determined by dividing the estimated annual excise tax by the estimated annual taxable income.

We adopted FASB ASC 740, *Income Taxes* ( ASC 740 ). ASC 740 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing our tax returns to determine whether the tax

positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold are recorded as a tax benefit or expense in the current year. Adoption of ASC 740 was applied to all open tax years as of July 1, 2007. The adoption of ASC 740 did not have an effect on our net asset value, financial condition or results of operations as there was no liability for unrecognized tax benefits and no change to our beginning net asset value. As of March 31, 2010 and for the three and nine months then ended, we did not have a liability for any unrecognized tax benefits. Management s

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determinations regarding ASC 740 may be subject to review and adjustment at a later date based upon factors including, but not limited to, an on-going analysis of tax laws, regulations and interpretations thereof.

### *Revenue Recognition*

Realized gains or losses on the sale of investments are calculated using the specific identification method.

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Origination, closing and/or commitment fees associated with investments in portfolio companies are accreted into interest income over the respective terms of the applicable loans. Upon the prepayment of a loan or debt security, any prepayment penalties and unamortized loan origination, closing and commitment fees are recorded as interest income.

Loans are placed on non-accrual status when principal or interest payments are past due 90 days or more or when there is reasonable doubt that principal or interest will be collected. Unpaid accrued interest is generally reversed when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans are restored to accrual status when past due principal and interest is paid and in management's judgment, are likely to remain current. As of March 31, 2010, approximately 5.8% of our net assets are in non-accrual status.

Dividend income is recorded on the ex-dividend date.

Structuring fees and similar fees are recognized as income as earned, usually when paid. Structuring fees, excess deal deposits, net profits interests and overriding royalty interests are included in other income.

## **Statement of Assets and Liabilities Overview**

During the nine months ended March 31, 2010, net assets have increased by \$116,890 from \$532,596 as of June 30, 2009 to \$649,486 as of March 31, 2010. This net increase in assets primarily resulted from \$208,306 of capital share transactions including 8,444,068 of shares issued in conjunction with the Patriot Acquisition, offset by \$94,125 in dividends declared to our stockholders. During this nine month period we recognized net investment income of \$48,217, a decrease in net assets due to realized losses of \$51,231 and an increase in net assets due to changes in unrealized depreciation of investments of \$5,723.

The aggregate fair value of our portfolio investments was \$697,001 and \$547,168 as of March 31, 2010 and June 30, 2009, respectively. During the nine months ended March 31, 2010, our net cost of investments increased by \$144,110, or 27.1%, primarily from the acquisition of Patriot. At March 31, 2010, we were invested in 55 long-term portfolio investments.

## **Investment Activity**

During the nine months ended March 31, 2010, we acquired \$207,126 of investments from Patriot, completed follow-on investments in existing portfolio companies totaling approximately \$64,390, and recorded PIK interest of \$4,299, resulting in gross investment originations with a cost basis of \$275,815. The more significant of these investments are described briefly in the following:

During the nine months ended March 31, 2010, we made follow-on secured debt investments of \$1,708 in Iron Horse Coiled Tubing, Inc. ( Iron Horse ) in support of the build out of additional equipment and to fund working capital requirements. Effective January 1, 2010, we restructured our senior secured and bridge loans to Iron Horse. Our loans were replaced with three new tranches of senior secured debt.

During the nine months ended March 31, 2010, we provided additional fundings of \$3,376 to Yatesville Coal Holdings, Inc. ( Yatesville ) to fund ongoing operations.

During the nine months ended March 31, 2010, we made follow-on secured subordinated debt investments of \$3,530 in Ajax Rolled Ring & Machine ( Ajax ).

On October 5, 2009 we purchased an additional secured debt investment of \$1,675 in Resco Products, Inc. ( Resco ) at a discount of \$670, increasing our cost basis by \$1,005 in this investment.

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On December 2, 2009, we acquired portfolio investments with a face amount of \$289,030 for \$207,126 from Patriot.

On March 31, 2010, we made a follow-on secured debt investment of \$9,000 in H&M Oil & Gas ( H&M ) to fund ongoing operations including completion of several previously drilled oil wells.

On March 31, 2010, we made a \$36,322 investment in Shearer s Foods, Inc. ( Shearer s ) for which we received \$35,000 of junior secured debt and \$1,322 of membership interests.

On January 19, 2010, we restructured our debt investment in Appalachian Energy Holdings LLC ( AEH ) and Coalbed, LLC ( Coalbed ) under Manx Energy, Inc. ( Manx ), a newly formed entity. We funded \$2,800 at closing to Manx to provide working capital.

During the nine months ended March 31, 2010, we closed-out eight positions which are briefly described below.

On August 31, 2009, C&J Cladding, LLC ( C&J ) repaid the \$3,150 loan receivable to us and we received an additional 5% prepayment penalty totaling \$158. We continue to hold warrants for common units in this investment.

On September 4, 2009, Peerless Manufacturing Co. repaid the \$20,000 loan receivable to us.

On December 4, 2009, CS Operating, LLC repaid the \$4,460 loan receivable to us.

On December 10, 2009, Resco repaid the \$11,425 loan receivable to us.

On December 17, 2009, ADAPCO, Inc. repaid the \$7,466 loan receivable to us. We continue to hold warrants for common stock in this investment.

On December 18, 2009, Quartermaster, Inc. repaid the \$11,274 loan receivable to us.

On December 31, 2009, we sold our investment in Aylward Enterprises, LLC for a net amount of \$4,775.

On March 31, 2010, Shearer s repaid the \$18,000 loan receivable to us.

During the nine months ended March 31, 2010, we also received principal amortization payments of \$15,743 on several loans.

During the three months ended March 31, 2010, we restructured our loans to Aircraft Fasteners International, LLC ( AFI ), Prince Mineral Company, Inc. ( Prince ) and R-O-M Corporation ( ROM ). The revised terms were more favorable than the original terms and increased the present value of the future cash flows. In accordance with ASC 320-20-35 the cost basis of the new loans were recorded at par value, which included \$6,735 of accelerated original purchase discount recognized as interest income.

On September 30, 2008, we settled our net profits interests ( NPIs ) in IEC Systems LP ( IEC ) and Advanced Rig Services LLC ( ARS ) with the companies for a combined \$12,576. IEC and ARS originally issued the NPIs to us when we loaned a combined \$25,600 to IEC and ARS on November 20, 2007. In conjunction with the NPI realization, we recognized other income of \$12,576 and simultaneously reinvested the \$12,576 as incremental senior secured debt in IEC and ARS. The incremental debt will amortize over the period ending November 20, 2010.

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The following is a quarter-by-quarter summary of our investment activity:

<b>Quarter-End</b>	<b>Acquisitions(1)</b>	<b>Dispositions(2)</b>
March 31, 2010	\$ 59,311	\$ 26,603
December 31, 2009(3)	210,438	45,494
September 30, 2009	6,066	24,241
June 30, 2009	7,929	3,148
March 31, 2009	6,356	10,782
December 31, 2008	13,564	2,128
September 30, 2008	70,456	10,949
June 30, 2008	118,913	61,148
March 31, 2008	31,794	28,891
December 31, 2007	120,846	19,223
September 30, 2007	40,394	17,949
June 30, 2007	130,345	9,857
March 31, 2007	19,701	7,731
December 31, 2006	62,679	17,796
September 30, 2006	24,677	2,781
June 30, 2006	42,783	5,752
March 31, 2006	15,732	901
December 31, 2005		3,523
September 30, 2005	25,342	
June 30, 2005	17,544	
March 31, 2005	7,332	
December 31, 2004	23,771	32,083
September 30, 2004	30,371	
Since inception	\$ 1,086,344	\$ 330,980

(1) Includes new deals, additional fundings, refinancings and PIK interest.

(2) Includes scheduled principal payments, prepayments and refinancings.

(3) The \$210,438 of acquisitions for the quarter ended December 31, 2009 includes \$207,126 of portfolio investments acquired from Patriot.

**Investment Holdings**

As of March 31, 2010, we continue to pursue our investment strategy. Despite our name change to Prospect Capital Corporation and the termination of our policy to invest at least 80% of our net assets in energy companies in May 2007, we currently have a concentration of investments in companies in the energy and energy related industries. This concentration continues to decrease as we make investments outside of the energy and energy related industries. Some of the companies in which we invest have relatively short or no operating histories. These companies are and will be subject to all of the business risk and uncertainties associated with any new business enterprise, including the risk that these companies may not reach their investment objective or the value of our investment in them may decline

substantially or fall to zero.

Our portfolio had an annualized current yield of 14.6% and 15.1% across all our long-term debt and certain equity investments as of March 31, 2010 and 2009, respectively. At March 31, 2010, this yield includes interest from all of our long-term investments as well as dividends from Gas Solutions Holdings, Inc. ( GSHI ). We expect the current yield to decline over time as we add to the portfolio. Monetization of other equity positions that we hold is not included in this yield calculation. In each of our portfolio companies, we hold equity positions, ranging from minority interests to majority stakes, which we expect over time to contribute to our investment returns. Some of these equity positions include features such as contractual minimum internal rates of returns, preferred distributions, flip structures and other features expected to generate additional investment returns, as well as contractual protections and preferences over junior equity, in addition to the yield and security offered by our cash flow and collateral debt protections.

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We classify our investments by level of control. As defined in the 1940 Act, control investments are those where there is the ability or power to exercise a controlling influence over the management or policies of a company. Control is generally deemed to exist when a company or individual possesses or has the right to acquire within 60 days or less, a beneficial ownership of 25% or more of the voting securities of an investee company. Affiliated investments and affiliated companies are defined by a lesser degree of influence and are deemed to exist through the possession outright or via the right to acquire within 60 days or less, beneficial ownership of 5% or more of the outstanding voting securities of another person.

As of March 31, 2010, we own controlling interests in Ajax, AWCNC, LLC, Borga, Inc., C&J, Change Clean Energy Holdings, Inc. ( CCEHI ), Fischbein, LLC ( Fischbein ), Freedom Marine Services LLC ( Freedom Marine ), GSHI, Integrated Contract Services, Inc. ( ICS ), Iron Horse, Manx, NRG Manufacturing, Inc. ( NRG ), Nupla Corporation, R-V Industries, Inc. ( R-V ), Sidump r Trailer Company, Inc. and Yatesville. We also own an affiliated interest in Biotronic NeuroNetwork, Boxercraft Incorporated ( Boxercraft ), KTPS Holdings, LLC ( KTPS ), Miller Petroleum, Inc. ( Miller ), Smart, LLC and Sport Helmets Holdings, LLC ( Sport Helmets ).

The following is a summary of our investment portfolio by level of control:

Level of Control	Cost	March 31, 2010		Percent of Portfolio	Cost	June 30, 2009		Percent of Portfolio
		Percent of Portfolio	Fair Value			Percent of Portfolio	Fair Value	
Control	\$ 181,894	26.1%	\$ 194,647	27.0%	\$ 187,105	29.7%	\$ 206,332	31.9%
Affiliate	63,197	9.0%	73,516	10.2%	33,544	5.3%	32,254	5.0%
Non-control/Non-affiliate	430,443	61.6%	428,838	59.6%	310,775	49.3%	308,582	47.8%
Money Market Funds	23,011	3.3%	23,011	3.2%	98,735	15.7%	98,735	15.3%
Total Portfolio	\$ 698,545	100.0%	\$ 720,012	100.0%	\$ 630,159	100.0%	\$ 645,903	100.0%

The following is our investment portfolio presented by type of investment at March 31, 2010 and June 30, 2009, respectively:

Type of Investment	Cost	March 31, 2010		Percent of Portfolio	Cost	June 30, 2009		Percent of Portfolio
		Percent of Portfolio	Fair Value			Percent of Portfolio	Fair Value	
Money Market Funds	\$ 23,011	3.3%	\$ 23,011	3.2%	\$ 98,735	15.7%	\$ 98,735	15.3%
Revolving Line of Credit	2,271	0.3%	2,136	0.3%		%		%
Senior Secured Debt	307,880	44.1%	285,567	39.6%	232,534	36.9%	220,993	34.2%
Subordinated Secured Debt	304,418	43.6%	277,927	38.6%	251,292	39.9%	194,547	30.1%
Subordinated Unsecured Debt	15,245	2.2%	15,838	2.2%	15,065	2.4%	16,331	2.5%
Preferred Stock	16,969	2.4%	6,626	0.9%	10,432	1.6%	4,139	0.7%

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Common Stock	19,715	2.8%	80,467	11.2%	16,310	2.6%	89,278	13.8%
Membership Interests	7,204	1.0%	18,478	2.6%	3,031	0.5%	7,270	1.1%
Overriding Royalty Interests		%	2,727	0.4%		%	3,483	0.5%
Net Profit Interests		%	871	0.1%		%	2,561	0.4%
Warrants	1,832	0.3%	6,364	0.9%	2,760	0.4%	8,566	1.4%
Total Portfolio	\$ 698,545	100.0%	\$ 720,012	100.0%	\$ 630,159	100.0%	\$ 645,903	100.0%

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The following is our investment portfolio presented by geographic location of the investment at March 31, 2010 and June 30, 2009, respectively:

Geographic Location	Cost	March 31, 2010		Percent of Portfolio	Cost	June 30, 2009		Percent of Portfolio
		Percent of Portfolio	Fair Value			Percent of Portfolio	Fair Value	
Canada	\$ 21,002	3.0%	\$ 12,325	1.7%	\$ 19,344	3.1%	\$ 12,606	2.0%
Netherlands	1,749	0.2%	1,539	0.2%		%		%
Midwest US	153,080	21.9%	148,268	20.6%	77,681	12.3%	84,097	13.0%
Northeast US	64,888	9.3%	64,853	9.0%	44,875	7.1%	47,049	7.3%
Southeast US	177,382	25.4%	155,500	21.6%	164,652	26.1%	101,710	15.7%
Southwest US	189,630	27.2%	250,483	34.8%	178,993	28.4%	253,615	39.3%
Western US	67,803	9.7%	64,033	8.9%	45,879	7.3%	48,091	7.4%
Money Market Funds	23,011	3.3%	23,011	3.2%	98,735	15.7%	98,735	15.3%
Total Portfolio	\$ 698,545	100.0%	\$ 720,012	100.0%	\$ 630,159	100.0%	\$ 645,903	100.0%

The following is our investment portfolio presented by industry sector of the investment at March 31, 2010 and June 30, 2009, respectively:

Industry Sector	Cost	March 31, 2010		Percent of Portfolio	Cost	June 30, 2009		Percent of Portfolio
		Percent of Portfolio	Fair Value			Percent of Portfolio	Fair Value	
Aerospace and Defense	\$ 56	%	\$ 72	%	\$	%	\$	%
Automobile	867	0.1%	528	0.1%		%		%
Biomass Power	2,825	0.4%	1,928	0.3%	2,530	0.4%	2,530	0.4%
Chemical	1,749	0.3%	1,539	0.2%		%		%
Construction Services		%		%	5,017	0.8%	2,408	0.4%
Contracting	16,652	2.4%	4,649	0.6%	16,652	2.6%	5,000	0.8%
Ecological	141	%	344	%		%		%
Electronics	13,735	2.0%	13,885	1.9%		%		%
Financial Services	25,814	3.7%	25,124	3.5%	25,424	4.0%	23,073	3.6%
Food Products	53,180	7.6%	59,192	8.2%	27,413	4.4%	29,416	4.6%
Gas Gathering and Processing	35,003	5.0%	90,596	12.6%	35,003	5.6%	85,187	13.2%
Healthcare	87,902	12.6%	93,255	13.0%	57,535	9.1%	60,293	9.3%
Home and Office Furnishings, Housewares and Durable	15,484	2.2%	16,941	2.4%		%		%
Insurance	5,711	0.8%	5,699	0.8%		%		%

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Machinery	15,995	2.3%	16,382	2.2%		%		%
Manufacturing	94,861	13.6%	84,257	11.7%	90,978	14.4%	110,929	17.2%
Metal Services and Minerals	13,057	1.9%	23,530	3.3%	3,302	0.5%	7,133	1.1%
Mining, Steel, Iron and Non-Precious Metals and Coal Production	1,035	0.1%	1,035	0.1%	48,890	7.8%	13,097	2.0%
Oil and Gas Production	121,330	17.4%	104,981	14.6%	104,183	16.5%	104,806	16.2%
Oilfield Fabrication	31,383	4.5%	31,383	4.4%	34,247	5.4%	34,931	5.4%
Personal and Nondurable Consumer Products	26,870	3.8%	30,527	4.2%		%		%
Pharmaceuticals	11,954	1.7%	12,000	1.7%	11,949	2.0%	11,452	1.8%
Printing and Publishing	7,666	1.1%	8,885	1.2%		%		%
Production Services	21,002	3.0%	12,325	1.7%	19,344	3.1%	12,606	1.9%
Retail	14,669	2.1%	2,568	0.4%	14,623	2.3%	6,272	1.0%
Shipping Vessels	9,204	1.3%	4,118	0.6%	7,160	1.1%	7,381	1.1%
Specialty Minerals	15,814	2.3%	17,772	2.5%	15,814	2.5%	18,924	2.9%
Technical Services	11,380	1.6%	11,615	1.6%	11,360	1.8%	11,730	1.8%
Textiles and Leather	20,195	2.9%	21,871	3.0%		%		%
Money Market Funds	23,011	3.3%	23,011	3.2%	98,735	15.7%	98,735	15.3%
Total Portfolio	\$ 698,545	100.0%	\$ 720,012	100.0%	\$ 630,159	100.0%	\$ 645,903	100.0%

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### **Investment Valuation**

In determining the fair value of our portfolio investments at March 31, 2010, the Audit Committee considered valuations from the independent valuation firm and from management having an aggregate range of \$668,037 to \$731,462, excluding money market funds.

In determining the range of value for debt instruments, management and the independent valuation firm generally shadow rated the investment and then, based upon the range of ratings, determined appropriate yields to maturity for a loan rated as such. A discounted cash flow analysis was then prepared using the appropriate yield to maturity as the discount rate, yielding the ranges. For equity investments, the enterprise value was determined by applying EBITDA multiples for similar recent investment sales and trading comparables. For stressed equity investments, a liquidation analysis was prepared.

The Board of Directors looked at several factors in determining where within the range to value such asset, including: recent operating and financial trends for the asset, independent ratings obtained from third parties and comparable multiples for recent sales and trading values of companies within the industry. The end result of these analyses was a total valuation of \$697,001, excluding money market investments.

Our portfolio companies are generally lower middle market companies, outside of the financial sector, with less than \$50,000 of annual EBITDA. We believe our market has experienced less volatility than others because we believe there are more buy and hold investors who own these less liquid investments.

During the nine months ended March 31, 2010, there has been a general improvement in the markets in which we operate, and market rates of interest negotiated for middle market loans have decreased.

Control investments often offer increased risk and reward over straight debt investments. Operating results and changes in market multiples can result in significant changes in values from quarter to quarter. Significant downturns in operations can further result in our looking to recoveries on sales of assets rather than the enterprise value of the investment. A few of the control investments in our portfolio are discussed below.

#### *Ajax Rolled Ring & Machine, Inc.*

We acquired a controlling equity interest in Ajax in a recapitalization of the company that was closed on April 4, 2008. We funded \$22,000 of senior secured term debt, \$11,500 of subordinated term debt and \$6,300 of equity as of that closing. During 2010, we funded an additional \$3,530 of secured subordinated debt to refinance a third-party revolver provider and provide working capital. As of March 31, 2010, we control 78.1% of the fully-diluted common and preferred equity.

Ajax forges seamless steel rings sold to various customers. The rings are used in a range of industrial applications, including in construction equipment and wind power turbines. Ajax's business is cyclical, and the business experienced a significant decline in the first half of 2009 in light of the global macroeconomic crisis. The second half of 2009 and to-date 2010 show steady improvement versus the first half of 2009. At March 31, 2010, Ajax had a backlog of new business that would indicate continued improvement for 2010.

The Board of Directors decreased the fair value of our investment in Ajax to \$28,442 as of March 31, 2010, a reduction of \$14,877 from its amortized cost, compared to the \$14,059 unrealized depreciation at December 31, 2009 and the \$7,581 unrealized depreciation recorded at June 30, 2009.

#### *Change Clean Energy Holdings Inc. and Change Clean Energy, Inc., f/k/a Worcester Energy Partners, Inc.*

Change Clean Energy, Inc. ( CCEI ) is an investment, that we originated in September 2005, which owns and operated a biomass energy plant. In March 2009, CCEI ceased operations, as the business became uneconomic based on the cost of materials and the price being received for the electricity generated. During that quarter, we instituted foreclosure proceedings against the co-borrowers of our debt. In anticipation of such proceedings, CCEHI was established. On March 11, 2009, the foreclosure was completed and the assets were assigned to a wholly owned subsidiary of CCEHI. During the nine months ended March 31, 2010, we provided additional funding of \$296 to CCEHI to fund ongoing operations. CCEI currently has no material operations. At June 30, 2009 we determined that the impairment at both CCEI and CCEHI was other than temporary and recognized a realized loss of \$41,134,

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which was the amount by which the amortized cost exceeded the fair value. At March 31, 2010, our Board of Directors, under recommendation from senior management, has set the value of the CCEHI investment at \$1,928, a reduction of \$897 from its amortized cost after the recognized depreciation.

### *Gas Solutions Holdings, Inc.*

GSHI is an investment that we completed in September 2004 in which we own 100% of the equity. GSHI is a midstream gathering and processing business located in east Texas. GSHI has improved its operations and we have experienced an increase in revenue, gross margin, and EBITDA (the later two metrics on both an absolute and a percentage of revenues basis) over the past five years.

During the past two years, we have held discussions with multiple interested purchasers for Gas Solutions. While we wish to unlock the value in Gas Solutions, we do not wish to enter into any agreement at any time that does not recognize the long term value we see in Gas Solutions. As a well-hedged midstream asset, which we expect to generate recurring cash flows to us, Gas Solutions is a valuable asset that we wish to sell at a value-maximizing price, or not at all. In addition, a sale of the assets, rather than the stock of GSHI, might result in a significant tax liability at the GSHI level which would need to be paid prior to any distribution to us.

In February 2010, we hired Robert Bourne as President and CEO of Gas Solutions. Mr. Bourne has over 30 years of experience in the midstream sector, including gathering and processing, gas purchasing, storing and trading; producer services; and business development mergers and acquisitions. He served most recently at Energy Transfer, where he managed Houston Pipeline, among other activities. Mr. Bourne is focusing on our upside plant projects and seeking new opportunities to help Gas Solutions grow beyond its existing footprint.

In April 2010, Gas Solutions purchased a series of propane puts with strike prices of \$1.00 per gallon and \$0.95 per gallon covering the periods May 1, 2010, through April 30, 2011, and May 1, 2011, through April 30, 2012, respectively. Gas Solutions hedged approximately 85% of its current exposure to natural gas liquids based on current plant volumes. These hedges will reduce the volatility on earnings associated with lower prices of natural gas liquids without limiting the upside from higher prices, helping GSHI to continue to generate sufficient cash flow to make interest and dividend payments.

In determining the value of GSHI, we have utilized two valuation techniques to determine the value of the investment. Our Board of Directors has determined the value to be \$90,596 for our debt and equity positions at March 31, 2010 based upon a combination of a discounted cash flow analysis and a public comparables analysis. At March 31, 2010, December 31, 2009 and June 30, 2009, GSHI was valued \$55,593, \$50,184 and \$50,184 above its amortized cost, respectively.

### *Integrated Contract Services, Inc.*

ICS is an investment that we completed in April 2007. Prior to January 2009, ICS owned the assets of ESA Environmental Specialists, Inc. ( ESA ) and 100% of the stock of The Healing Staff ( THS ). ESA originally defaulted under our contract governing our investment in ESA, prompting us to commence foreclosure actions with respect to certain ESA assets in respect of which we have a priority lien. In response to our actions, ESA filed voluntarily for reorganization under the bankruptcy code on August 1, 2007. On September 20, 2007, the U.S. Bankruptcy Court approved a Section 363 Asset Sale from ESA to us. To complete this transaction, we contributed our ESA debt to a newly-formed entity, ICS, and provided funds for working capital on October 9, 2007. In return for the ESA debt, we received senior secured debt in ICS of equal amount to our ESA debt, preferred stock of ICS, and 49% of the ICS common stock. ICS subsequently ceased operations and assigned the collateral back to us. ICS is in default of both payment and financial covenants. During September and October 2007, we provided \$1,170 to THS for working

capital.

In January 2009, we foreclosed on the real and personal property of ICS. Through this foreclosure process, we gained 100% ownership of THS and certain ESA assets. Based upon an analysis of the liquidation value of the ESA assets and the enterprise value of THS, our Board of Directors determined the fair value of our investment in ICS to be \$4,649 at March 31, 2010, a reduction of \$12,003 from its amortized cost, compared to the \$11,377 and \$11,652 unrealized loss recorded at December 31, 2009 and June 30, 2009, respectively.

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*Iron Horse Coiled Tubing, Inc.*

Iron Horse is an investment that we completed in April 2006. Iron Horse had been a provider of coiled tubing subcontractor services prior to making a strategic decision in late 2007 to directly service natural gas and oil producers in the Western Canadian Sedimentary Basin ( WCSB ) as a fracturing services provider. As a result of the business transition, the Company's 2008 financial performance declined significantly from 2007 levels. Iron Horse completed its transition from a subcontractor to a direct service provider in 2009, but natural gas prices declined to trough levels due to the recession and heightened natural gas inventory levels. Since November 2009, Iron Horse has experienced increased activity in the WCSB and is now completing wells for several large producers in the WCSB.

Prior to December 31, 2007, we owned 8.5% of the common stock in Iron Horse. On December 31, 2007, we received an additional 50.3% of the common stock in Iron Horse, which increased our total ownership to 58.8%. Through a series of subsequent loans that were used to construct equipment and facilitate the transition from a subcontractor to a direct service provider, we secured an additional 21.0% of the common stock in Iron Horse in September 2008, which increased our total ownership to 79.8% of the common stock in Iron Horse.

Effective January 1, 2010, we restructured our senior secured and bridge loans to Iron Horse and we reorganized Iron Horse's management structure. Our loans were replaced with three new tranches of senior secured debt and our total ownership of Iron Horse decreased to 70.4%. Our equity ownership will incrementally decrease as debt tranches are repaid upon maturity. There was no change to fair value at the time of restructuring, and we continue to fully reserve any income accrued for Iron Horse.

The Board of Directors wrote-down the fair value of our investment in Iron Horse to \$12,325 as of March 31, 2010, a reduction of \$8,677 from its amortized cost, compared to the \$8,399 and \$6,738 unrealized depreciation recorded at December 31, 2009 and June 30, 2009, respectively.

*Manx Energy, Inc.*

On January 19, 2010, we modified the terms of our senior secured debt in AEH and Coalbed in conjunction with the formation of Manx Energy, a new entity consisting of the assets of AEH, Coalbed and Kinley Exploration. The assets of the three companies were combined under new common management. We funded \$2,800 at closing to Manx to provide for working capital. A portion of our loans to AEH and Coalbed was exchanged for Manx preferred equity, while our AEH equity interest was converted into Manx common stock. There was no change to fair value at the time of restructuring, and we continue to fully reserve any income accrued for Manx.

The Board of Directors wrote-down the fair value of our investment in Manx to \$6,196 as of March 31, 2010, a reduction of \$12,074 from its amortized cost, compared to the \$10,618 and \$5,380 unrealized depreciation, for AEH and Coalbed combined, recorded at December 31, 2009 and June 30, 2009, respectively.

*Yatesville Coal Holdings, Inc.*

All of our coal holdings have been consolidated under the Yatesville entity. Yatesville delivered improved operating results after the consolidation of the coal holdings, but the company mined its permitted reserves in December 2008 and has not produced meaningful revenues since then. We continue to evaluate strategies for Yatesville, such as soliciting indications of interest regarding a transaction involving part or all of recoverable reserves. During the nine months ended March 31, 2010, we provided additional funding of \$3,376 to Yatesville to fund ongoing operations, including new permitting. During the quarter ended December 31, 2009, we discontinued operations at Yatesville. At December 31, 2009, our Board of Directors determined that, consistent with the decision to discontinue operations, the impairment of Yatesville was other than temporary, and we recorded a realized loss of \$51,228, which was the

amount that the amortized cost exceeded the fair value at December 31, 2009. Our Board of Directors set the value of the remaining Yatesville investment at \$1,035, which represents the residual value of recoverable reserves, as of March 31, 2010 and December 31, 2010, a reduction of \$12,062 from its value as of June 30, 2009.

Equity positions in the portfolio are susceptible to potentially significant changes in value, both increases as well as decreases, due to changes in operating results. Four control investments have experienced such volatility

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C&J and Fischbein with improved operating results and NRG and R-V with declining operating results. The remaining four controlled investments have experienced operating challenges and have been valued at significant discounts to the original investment.

The affiliate investments continue to report strong operating results, with valuations increasing significantly for three investments Boxercraft, KTPS and Sport Helmets. For one investment, Miller, we have held warrants in the company, and there has been a significant increase in the price per share of the company's stock, driving the increase in the value of our investment.

With the non-control/non-affiliate investments, generally, there is less volatility related to our total investments because our equity positions tend to be smaller than with our control/affiliate investments, and debt investments are generally not as susceptible to large swings in value as equity investments. For debt investments, the fair value is limited on the high side to each loan's par value, plus any prepayment premia that could be imposed. Many of the debt investments in this category have not experienced a significant change in value, as they were previously valued at or near par value. The exception to this categorization relates to investments which were acquired in the Patriot Acquisition, many of which were acquired at significant discounts to par value, and any changes in operating results or interest rates can have a significant effect on the value of such investments. Caleel + Hayden, LLC, Copernicus Group, Custom Direct, Inc., Impact Products, LLC, Mac & Massey Holdings, LLC and Prince experienced meaningful increases in valuations. AFI, H&M, and ROM experienced decreases in valuations due to declines in their operating results. Shearer's completed a significant acquisition, which is driving the operating results and the increase in the value of the investment. The remaining investments did not experience significant changes in operations or valuation.

During the quarter, we restructured our loans to AFI, Prince and ROM. The revised terms were more favorable than the original terms and increased the present value of the future cash flows. The cost basis of the new loans were recorded at par value, which included \$6,735 of accelerated original purchase discount recognized as interest income.

**Capitalization**

Our investment activities are capital intensive, and the availability and cost of capital is a critical component of our business. We capitalize our business with a combination of debt and equity. Our debt currently consists of a revolving credit facility availing us of the ability to borrow debt subject to borrowing base determinations, and our equity capital is currently comprised entirely of common equity.

On June 25, 2009, we completed a first closing on an expanded \$250,000 syndicated revolving credit facility (the Facility). The new Facility, for which six lenders have closed on \$210,000 to date, includes an accordion feature which allows the Facility to accept up to an aggregate total of \$250,000 of commitments. The revolving period of the Facility extends through June 2010, with an additional one year amortization period after the completion of the revolving period. As of March 31, 2010 and June 30, 2009, we had \$54,200 and \$124,800 of borrowings outstanding under our credit facility, respectively.

Interest on borrowings under the credit facility is one-month Libor plus 400 basis points, subject to a minimum Libor floor of 200 basis points after that date. The maintenance of this facility requires us to pay a fee for the amount not drawn upon. This fee assessed at the rate of 100 basis points per annum. The following table shows the facility amounts and outstanding borrowings at March 31, 2010 and June 30, 2009:

<b>As of March 31, 2010</b>		<b>As of June 30, 2009</b>	
<b>Facility</b>	<b>Amount</b>	<b>Facility</b>	<b>Amount</b>

	<b>Amount</b>	<b>Outstanding</b>	<b>Amount</b>	<b>Outstanding</b>
Revolving Credit Facility	\$ 210,000	\$ 54,200	\$ 175,000	\$ 124,800

The following table shows the contractual maturity of our revolving credit facility at March 31, 2010:

	<b>Payments Due By Period</b>		
	<b>Less Than 1 Year</b>	<b>1 - 3 Years</b>	<b>More Than 3 Years</b>
Credit Facility Payable	\$ 54,200	\$	\$

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During the nine months ended March 31, 2010, we completed public and private offerings, and implemented our at-the-market program, and raised \$107,701 of additional equity by issuing 12,243,297 shares of our common stock diluting shareholder value by \$0.82 per share. We also issued 8,444,068 shares to acquire Patriot increasing net asset value to shareholders by \$0.14 per share. The following table shows the calculation of net asset value per share as of March 31, 2010 and June 30, 2009:

	<b>As of March 31, 2010</b>	<b>As of June 30, 2009</b>
Net Assets	\$ 649,486	\$ 532,596
Shares of common stock outstanding	64,398,231	42,943,084
Net asset value per share	\$ 10.09	\$ 12.40

At March 31, 2010, we had 64,398,231 of our common stock issued and outstanding.

**Results of Operations**

For the three months ended March 31, 2010 and March 31, 2009, the net increase in net assets resulting from operations was \$25,940 and \$15,331, respectively, representing \$0.41 and \$0.51 per share, respectively. We experienced a net realized and unrealized gain of \$6,966, or approximately \$0.11 per share in the three months ended March 31, 2010. This compares with the net realized and unrealized gain of \$3,611 during the three months ended March 31, 2009, or approximately \$0.12 per share.

For the nine months ended March 31, 2010 and March 31, 2009, the net increase in net assets resulting from operations was \$2,709 and \$35,853, respectively, representing \$0.05 and \$1.21 per share, respectively. We experienced a net realized and unrealized loss of \$45,508 or approximately \$0.80 per share in the nine months ended March 31, 2010. This compares with the net realized and unrealized loss of \$11,329 during the nine months ended March 31, 2009 or approximately \$0.38 per share.

During the last quarter of the fiscal year ended June 30, 2009 and the first three quarters of the fiscal year ended June 30, 2010, we have raised a significant amount of equity capital, which was used in part to fund the Patriot Acquisition, but has not yet been fully invested. As a result, our use of the credit facility has been less in 2010 and the excess cash on hand tends to depress our earnings per share. We continue to deploy our debt and equity raised into new investments.

To further illustrate the effects, for the three months ended March 31, 2010 compared to the three months ended March 31, 2009, weighted average shares outstanding have increased from 29,971,508 to 63,659,663, or 112.4%, while the average debt principal of investments increased from \$537,277 to \$676,780, or 26.0%. Partially offsetting this effect on EPS is the increase in the weighted interest rate earning on debt investments from 12.13% for the three months ended March 31, 2009 to 16.75% for the three months ended March 31, 2010.

While we seek to maximize gains and minimize losses, our investments in portfolio companies can expose our capital to risks greater than those we may anticipate. These companies are typically not issuing securities rated investment grade, have limited resources, have limited operating history, have concentrated product lines or customers, are generally private companies with limited operating information available and are likely to depend on a small core of management talents. Changes in any of these factors can have a significant impact on the value of the portfolio

company.

### **Investment Income**

We generate revenue in the form of interest income on the debt securities that we own, dividend income on any common or preferred stock that we own, and amortized loan origination fees on the structuring of new deals. Our investments, if in the form of debt securities, will typically have a term of one to ten years and bear interest at a fixed or floating rate. To the extent achievable, we will seek to collateralize our investments by obtaining security interests in our portfolio companies' assets. We also may acquire minority or majority equity interests in our portfolio companies, which may pay cash or in-kind dividends on a recurring or otherwise negotiated basis. In addition, we may generate revenue in other forms including prepayment penalties and possibly consulting fees. Any such fees generated in connection with our investments are recognized as earned.

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Investment income consists of interest income, including accretion of loan origination fees and prepayment penalty fees, dividend income and other income, including net profits interest, overriding royalties interest and structuring fees. The following table details the various components of investment income and the related levels of debt investments for the three months ended March 31, 2010 and March 31, 2009:

	<b>For the Three Months Ended March 31,</b>		<b>For the Nine Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Interest income	\$ 27,947	\$ 16,065	\$ 61,321	\$ 50,862
Dividend income	2,301	4,445	12,689	13,833
Other income	1,757	159	8,395	13,986
Total investment income	\$ 32,005	\$ 20,669	\$ 82,405	\$ 78,681
Average debt principal of investments	\$ 676,780	\$ 537,277	\$ 579,835	\$ 523,363
Weighted-average interest rate earned	16.75%	12.13%	14.09%	12.95%

Total investment income increased significantly from \$20,669 for the three months ended March 31, 2009 to \$32,005 for the three months ended March 31, 2010. This \$11,336 increase is primarily due to the additional revenue generated from assets acquired in the Patriot acquisition. In conjunction with the refinancing of three assets, we recognized accelerated purchase discount accretion of \$6,735 during the three months ended March 31, 2010.

Total investment income has increased for the nine months ended March 31, 2010 from the amount reported for the nine months ended March 31, 2009. This \$3,724 increase is primarily due to the additional revenue generated from assets acquired in the Patriot acquisition along with the \$5,714 gain recognized from the Patriot acquisition, partially offset by increased forgone interest on non-accrual loans during the nine months ended March 31, 2010 and the settlement of our net profits interests in IEC/ARS for \$12,576 during the nine months ended March 31, 2009. During the nine months ended March 31, 2010, we recognized \$16,604 of forgone interest on non-accrual loans compared to \$11,270 during the nine months ended March 31, 2009. In conjunction with the refinancing of three assets and the repayment/sale of four other loans, we recognized accelerated purchase discount accretion of \$11,075 during the nine months ended March 31, 2010.

Average principal balances of debt investments have increased from \$537,277 for the three months ended March 31, 2009 to \$676,780 for the three months ended March 31, 2010. For the nine months ended March 31, 2009 and 2010, average principal balances of debt investments increased from \$523,363 to \$579,835, respectively. These increases are primarily due to the Patriot acquisition which resulted in an additional \$289,030 of debt principal to our portfolio.

The weighted-average interest rate earned increased from 12.13% for the three months ended March 31, 2009 to 16.75% for the three months ended March 31, 2010. This increase is primarily the result of higher interest rates earned on the assets acquired in the Patriot acquisition (including discount accretion). For the nine months ended March 31, 2009 and 2010, weighted-average interest rate earned increased from 12.95% to 14.09%, respectively. This increase is primarily the result of higher interest rates earned on the assets acquired in the Patriot acquisition (including discount accretion) offset by forgone interest on non-accrual loans. During the nine month period ended March 31, 2010, interest of \$16,604 was forgone on non-accrual debt investments compared to \$11,270 of forgone interest for the nine

months ended March 31, 2009.

**Operating Expenses**

Our primary operating expenses consist of investment advisory fees (base management and income incentive fees), credit facility costs, legal and professional fees and other operating and overhead-related expenses. These expenses include our allocable portion of overhead under the Administration Agreement with Prospect Administration under which Prospect Administration provides administrative services and facilities for us. Our investment advisory fees compensate our Investment Adviser for its work in identifying, evaluating, negotiating, closing and monitoring our investments. We bear all other costs and expenses of our operations and transactions in accordance with our Administration Agreement with Prospect Administration. Operating expenses were \$13,031 and \$8,949

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for the three months ended March 31, 2010 and March 31, 2009, respectively. Operating expenses were \$34,188 and \$31,499 for the nine months ended March 31, 2010 and March 31, 2009, respectively.

The base management fee was \$3,576 and \$2,977 for the three months ended March 31, 2010 and March 31, 2009, respectively. The base management fee was \$9,962 and \$8,740 for the nine months ended March 31, 2010 and March 31, 2009, respectively. The increase in this expense for the three and nine months ended March 31, 2010 is directly related to our growth in total assets.

For the three months ended March 31, 2010 and March 31, 2009, we incurred \$4,744 and \$2,930, respectively, of income incentive fees. The \$1,814 increase in the income incentive fee for the respective three-month period is driven by an increase in pre-incentive fee net investment income from \$14,650 for the three months ended March 31, 2009 to \$23,718 for the three months ended March 31, 2010, primarily the result of additional investment income from the Patriot acquisition. For the nine months ended March 31, 2010 and March 31, 2009 we incurred \$12,054 and \$11,795, respectively, of income incentive fees.

During the three and nine months ended March 31, 2010, we incurred \$2,111 and \$5,480 of expenses related to our credit facility. This compares with expenses of \$1,345 and \$4,828 incurred during the three and nine months ended March 31, 2009. These expenses are related directly to the leveraging capacity put into place for each of those periods and the levels of indebtedness actually undertaken during those quarters. The table below describes the various credit facility expenses and the related indicators of leveraging capacity and indebtedness during these periods.

	<b>For the Three Months Ended March 31,</b>		<b>For the Nine Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Interest on borrowings	\$ 327	\$ 1,101	\$ 720	\$ 4,043
Amortization of deferred financing costs	1,322	180	3,428	540
Commitment and other fees	462	64	1,332	245
<b>Total</b>	<b>\$ 2,111</b>	<b>\$ 1,345</b>	<b>\$ 5,480</b>	<b>\$ 4,828</b>
Weighted-average debt outstanding	\$ 22,040	\$ 144,887	\$ 15,972	\$ 132,099
Weighted-average interest rate on borrowings	6.00%	3.08%	6.00%	4.08%
Facility amount at beginning of period	\$ 195,000	\$ 200,000	\$ 175,000	\$ 200,000

The increase in our interest rate incurred is primarily due to an increase of 150 basis points in our current borrowing rate effective June 25, 2009 and the concurrent introduction of a Libor floor at 200 basis points.

As our asset base has grown and we have added complexity to our capital raising activities, due, in part, to our assumption of the sub-administration role from Vastardis, we have commensurately increased the size of our administrative and financial staff, accounting for a significant increase in the overhead allocation from Prospect Administration. Over the last two years, Prospect Administration has added several additional staff members, including a senior finance professional, a controller, two corporate counsels and other finance professionals. As our portfolio continues to grow, we expect to continue to increase the size of our administrative and financial staff on a

basis that provides increasing returns to scale. However, initial investments in administrative and financial staff may not provide returns to scale immediately, perhaps not until the portfolio increases to a greater size. Other allocated expenses from Prospect Administration have, as expected, increased alongside with the increase in staffing and asset base.

Total operating expenses, net of management fees and interest costs ( Other Operating Expenses ), were \$2,600 and \$1,697 for the three months ended March 31, 2010 and 2009, respectively, and \$6,692 and \$6,136 for the nine months ended March 31, 2010 and 2009, respectively. The increase in Other Operating Expenses during the three month period ended March 31, 2010 when compared to the three months ended March 31, 2009 is primarily the result of the costs incurred in connection with merger discussions with Allied Capital Corporation expensed in the 2010 period. These merger costs offset by the taxes paid in the prior year are the primary drivers of the increase

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during the nine month period. At December 31, 2008, we elected to retain a portion of our annual taxable income and accrued \$533 for the excise tax that was paid with the filing of the return.

### **Net Investment Income, Net Realized (Loss) Gains, Increase in Net Assets from Net Change in Unrealized Depreciation/Appreciation and Net (Decrease) Increase in Net Assets Resulting from Operations**

Net investment income was \$18,974 and \$11,720 for the three months ended March 31, 2010 and March 31, 2009, respectively. This \$7,254 increase was due primarily to accelerated purchase discount accretion and an increase in interest bearing assets as a result of the Patriot acquisition, partially offset by increased advisory fees and a decrease in dividend income. Net investment income was \$48,217 and \$47,182 for the nine months ended March 31, 2010 and March 31, 2009, respectively.

There were no significant realized gains or losses during the three months ended March 31, 2010 and March 31, 2009. Net realized (loss) gains were (\$51,231) and \$1,661 for the nine months ended March 31, 2010 and March 31, 2009, respectively. The net realized loss of \$51,231 for the nine months ended March 31, 2010 was due primarily to the impairment of Yatesville. See *Investment Valuations* for further discussion.

Net increase in net assets from changes in unrealized appreciation/depreciation was \$6,968 and \$3,611 for the three months ended March 31, 2010 and March 31, 2009, respectively. For the three months ended March 31, 2010, the \$6,968 increase in net assets from the net change in unrealized appreciation/depreciation was driven primarily by write-ups of our investments in GSHI, Prince and Miller, partially offset by unrealized depreciation of our investments in NRG and Freedom Marine. For the three months ended March 31, 2009, the \$3,611 increase in net assets from the net change in unrealized appreciation/depreciation was driven primarily by write-ups of our investments in GSHI, H&M, and NRG which were partially offset by unrealized depreciation of our investments in Ajax, Deb Shops, Inc. ( Deb Shops ), CCEI, and Yatesville.

For the nine months ended March 31, 2010 and March 31, 2009, net assets increased (decreased) from changes in unrealized appreciation/depreciation by \$5,723 and \$(12,990), respectively. The \$18,713 increase occurring during the nine months ended March 31, 2010 was primarily attributable to unrealized depreciation recognized for our investments in Ajax, Freedom Marine, H&M, Manx, NRG, and R-V partially offset by the impairment of our investment in Yatesville of \$51,228. The \$12,990 decrease occurring during the nine months ended March 31, 2009 was attributable to unrealized depreciation recognized for our investments in Ajax, AEH, R-V, Deb Shops, CCEI, and Yatesville partially offset by write-ups of our investments in GSHI and NRG.

### **Financial Condition, Liquidity and Capital Resources**

For the nine months ended March 31, 2010 and March 31, 2009, our operating activities provided (used) \$142,132 and (\$25,552) of cash, respectively. Investing activities for the Patriot acquisition used \$106,586 and zero for the nine months ended March 31, 2010 and March 31, 2009, respectively. Financing activities (used) provided (\$24,239) and \$25,446 of cash during the nine months ended March 31, 2010 and March 31, 2009, respectively, which included the payments of dividends of \$59,467 and \$32,413, during the nine months ended March 31, 2010 and March 31, 2009, respectively.

Our primary uses of funds have been to continue to invest in our investments in portfolio companies, to add new companies to our investment portfolio, acquire Patriot, repay outstanding borrowings and to make cash distributions to holders of our common stock.

We have and may continue to fund a portion of our cash needs through borrowings from banks, issuances of senior securities or secondary offerings. We may also securitize a portion of our investments in mezzanine or senior secured

loans or other assets. Our objective is to put in place such borrowings in order to enable us to expand our portfolio. At March 31, 2010, we had \$54,200 in outstanding borrowings on our \$210,000 revolving credit facility.

On March 4, 2010, our Registration Statement on Form N-2 was declared effective by the SEC. Under this Shelf Registration Statement, we can issue up to \$489,770 of additional equity securities as of March 31, 2010.

We also continue to generate liquidity through public and private stock offerings. On July 7, 2009 we completed a public stock offering for 5,175,000 shares of our common stock at \$9.00 per share, raising \$46,575 of

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gross proceeds. On August 20, 2009 and September 24, 2009, we issued 3,449,686 shares and 2,807,111 shares, respectively, of our common stock at \$8.50 and \$9.00 per share, respectively, in private stock offerings, raising \$29,322, and \$25,264 of gross proceeds, respectively. Concurrent with the sale of these shares, we entered into a registration rights agreement in which we granted the purchasers certain registration rights with respect to the shares. Under the terms and conditions of the registration rights agreement, we filed with the SEC a post-effective amendment to the registration statement on Form N-2 on November 6, 2009. Such amendment was declared effective by the SEC on November 9, 2009.

On December 2, 2009 we acquired the outstanding shares of Patriot common stock for approximately \$201,083. Under the terms of the merger agreement, Patriot common shareholders received 0.363992 shares of our common stock for each share of Patriot common stock, resulting in 8,444,068 shares of common stock being issued by us. In connection with the transaction, we repaid all the outstanding borrowings of Patriot, in compliance with the merger agreement.

On March 17, 2010, we established an at-the-market program through which we may sell, from time to time and at our discretion, 8,000,000 shares of our common stock. Through this program we issued 811,500 shares of our common stock at an average price of \$12.60 per share, raising \$10,230 of gross proceeds, from March 23, 2010 through March 31, 2010.

## **Off-Balance Sheet Arrangements**

At March 31, 2010, we did not have any off-balance sheet liabilities or other contractual obligations that are reasonably likely to have a current or future material effect on our financial condition, other than those which originate from 1) the investment advisory and management agreement and the administration agreement and 2) the portfolio companies.

As of March 31, 2010, we have \$13,757 of undrawn revolver commitments to our portfolio companies.

## **Developments Since the End of the Fiscal Quarter**

On April 23, 2010, we issued 248,731 shares of our common stock in connection with the dividend reinvestment plan.

On April 7, 2010, we purchased \$12,296 of second lien notes in Seaton Corporation, a human resources services company. The second lien notes bear interest in cash at the greater of 12.5% or Libor plus 9.0% and have a final maturity on March 14, 2011.

During the period from April 1, 2010 to May 10, 2010 we issued 2,634,700 shares of our common stock at an average price of \$11.93 per share, and raised \$31,432 of gross proceeds, under our at-the-market program.

## **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are subject to financial market risks, including changes in interest rates and equity price risk. At March 31, 2010, most of the loans in our portfolio bore interest at fixed interest rates. Several of our floating rate loans have floors which have effectively converted the loans to fixed rate loans in the current interest rate environment. At March 31, 2010, the principal value of loans totaling approximately \$72.886 million bear interest at floating rates.

If we continue to invest in fixed rate loans, we may hedge against interest rate fluctuations by using standard hedging instruments such as futures, options and forward contracts subject to the requirements of the 1940 Act. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the

benefits of lower interest rates with respect to our portfolio of investments. During the three months ended March 31, 2010, we did not engage in interest rate hedging activities.

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**SUPPLEMENT TO MATERIAL U.S. FEDERAL INCOME TAXATION CONSIDERATIONS**

The following summary of certain U.S. Federal income tax considerations supplements the discussion set forth under the heading "Material U.S. Federal Income Taxation Considerations" in the accompanying prospectus and is subject to the qualifications and assumptions set forth therein.

The Hiring Incentives to Restore Employment Act of 2010 will require, after December 31, 2012, withholding at a rate of 30% on dividends in respect of, and gross proceeds from the sale or other disposition of, shares of our common stock held by foreign financial institutions (including foreign investment funds), unless such institution enters into an agreement with the Secretary of the Treasury to report, on an annual basis, information about equity and debt interests in, and accounts maintained by, the institution to the extent such interests or accounts are held by certain U.S. persons or by certain non-U.S. entities that are wholly or partially owned by U.S. persons. Similarly, after December 31, 2012, dividends in respect of, and gross proceeds from the sale or other disposition of, shares of our common stock held by an investor that is a non-financial foreign entity will be subject to withholding at a rate of 30%, unless such entity either (i) certifies to us that such entity does not have any substantial United States owners or (ii) provides certain information regarding the entity's substantial United States owners, which we will in turn provide to the Secretary of the Treasury. Non-U.S. shareholders are encouraged to consult with their tax advisers regarding the possible implications of this new legislation on their investment in shares of our common stock.

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**USE OF PROCEEDS**

Sales of our common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in negotiated transactions or transactions that are deemed to be "at the market" as defined in Rule 415 under the 1933 Act, including sales made directly on the NASDAQ Global Select Market or sales made to or through a market maker other than on an exchange. There is no guaranty that there will be any sales of our common stock pursuant to this prospectus supplement and the accompanying prospectus. Actual sales, if any, of our common stock under this prospectus supplement and the accompanying prospectus may be less than as set forth in this paragraph depending on, among other things, the market price of our common stock at the time of any such sale, and may be for prices below our most recently determined net asset value per share. As a result, the actual net proceeds we receive may be more or less than the amount of net proceeds estimated in this prospectus supplement. Assuming the sale of all of the 4,553,800 shares of common stock offered under this prospectus supplement and the accompanying prospectus, at the last reported sale price of \$10.96 per share for our common stock on the NASDAQ Global Select Market as of May 12, 2010, we estimate that the net proceeds of this offering will be approximately \$48.7 million after deducting the estimated Sales Manager commissions and our estimated offering expenses.

We expect to use the net proceeds from this offering initially to maintain balance sheet liquidity, involving repayment of debt under our credit facility, investments in high quality short-term debt instruments or a combination thereof, and thereafter to make long-term investments in accordance with our investment objective.

**Table of Contents****CAPITALIZATION**

The equity distribution agreements provide that we may offer and sell up to 8,000,000 shares of our common stock from time to time through the Sales Managers, as our agents for the offer and sale of such common stock. During the period from March 17, 2010 (the date of the equity distribution agreements) through April 30, 2010, we sold 3,446,200 shares of our common stock through the Sales Managers pursuant to the equity distribution agreements. No sales of common stock were made pursuant to the equity distribution agreements during the period from May 1, 2010 through the date of this prospectus supplement. As such, there are 4,553,800 shares of common stock remaining that we may offer and sell through the Sales Managers pursuant to the equity distribution agreements. The table below assumes that we will sell all of the 4,553,800 shares remaining at a price of \$10.96 per share (the last reported sale price per share of our common stock on the NASDAQ Global Select Market on May 12, 2010) but there is no guarantee that there will be any sales of our common stock pursuant to this prospectus supplement and the accompanying prospectus. Actual sales, if any, of our common stock under this prospectus supplement and the accompanying prospectus may be less than as set forth in the table below. In addition, the price per share of any such sale may be greater or less than \$10.96, depending on the market price of our common stock at the time of any such sale and whether such sale is made at a discount to our most recently determined net asset value per share.

The following table sets forth our capitalization as of March 31, 2010:

on an actual basis;

on an as adjusted basis giving effect to our distribution of 248,731 shares in connection with our dividend reinvestment plan on April 23, 2010, the sale of 2,634,700 shares of our common stock pursuant to the equity distribution agreements for the period from April 1, 2010 through April 30, 2010 and repayments on our credit facility; and

on an as further adjusted basis giving effect to the transactions noted above and the assumed sale of 4,553,800 shares of our common stock at a price of \$10.96 per share (the last reported sale price per share of our common stock on the NASDAQ Global Select Market on May 12, 2010) less commissions and expenses.

This table should be read in conjunction with Use of Proceeds and our Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and notes thereto included in this prospectus supplement and the accompanying prospectus.

	<b>As of March 31, 2010 As Adjusted for Stock Issuances and Borrowing Repayments After March 31, 2010 (In thousands, except shares and per share data) (Unaudited)</b>	<b>As further Adjusted for this Offering</b>
<b>Actual</b>		

Long-term debt, including current maturities:

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Borrowings under senior credit facility(1)	\$ 54,200	\$ 35,000	\$ 35,000
Amount owed to affiliates	9,489	9,489	9,489
Total long-term debt	63,689	44,489	44,489
Stockholders' equity:			
Common stock, par value \$0.001 per share (100,000,000 common shares authorized; 64,398,231 shares outstanding actual, 67,281,662 shares outstanding as adjusted for stock issuances in connection with our dividend reinvestment plan and pursuant to the equity distribution agreements completed after March 31, 2010 and 71,835,462 shares outstanding as further adjusted for this offering)	64	67	72
Paid-in capital in excess of par value	753,992	787,755	836,486
Undistributed (distributions in excess of) net investment income	(21,756)	(21,756)	(21,756)
Accumulated realized losses on investments	(104,281)	(104,281)	(104,281)
Net unrealized depreciation on investments	21,467	21,467	21,467
Total stockholders' equity	649,486	683,252	731,988
Total capitalization	\$ 713,175	\$ 727,741	\$ 776,477

(1) As of March 31, 2010, we had \$54.2 million of borrowings outstanding under our credit facility. As of May 12, 2010, we had \$35 million of borrowings under our credit facility, representing a \$19.2 million decrease in borrowing subsequent to March 31, 2010.

**Table of Contents****RECENT SALES OF COMMON STOCK BELOW NET ASSET VALUE**

At our 2008 annual meeting of stockholders held on February 12, 2009 and our 2009 annual meeting of stockholders held on December 11, 2009, our stockholders approved our ability to sell an unlimited number of shares of our common stock at any level of discount to NAV per share during the twelve-month period following such approval. Accordingly, we may make additional offerings of our common stock without any limitation on the total amount of dilution to stockholders. See *Sales of Common Stock Below Net Asset Value* in this supplement and in the base prospectus. Pursuant to this authority, we have made the following offerings:

<b>Date of Offering</b>	<b>Price Per Share to Investors</b>	<b>Shares Issued</b>	<b>Estimated Net Asset Value Per Share</b>	<b>Percentage Dilution</b>
March 18, 2009	\$ 8.20	1,500,000	\$ 14.43	2.20%
April 22, 2009	\$ 7.75	3,680,000	\$ 14.15	5.05%
May 19, 2009	\$ 8.25	7,762,500	\$ 13.44	7.59%
July 7, 2009	\$ 9.00	5,175,000	\$ 12.40	3.37%
August 20, 2009	\$ 8.50	3,449,686	\$ 11.57	1.78%
September 24, 2009	\$ 9.00	2,807,111	\$ 11.36	1.20%

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**DISTRIBUTIONS AND PRICE RANGE OF COMMON STOCK**

We have paid and intend to continue to distribute quarterly distributions to our stockholders out of assets legally available for distribution. Our distributions, if any, will be determined by our Board of Directors. Certain amounts of the quarterly distributions may from time to time be paid out of our capital rather than from earnings for the quarter as a result of our deliberate planning or by accounting reclassifications.

In order to maintain RIC tax treatment, we must distribute 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, out of the assets legally available for distribution. In order to avoid certain excise taxes imposed on RICs, we are required to distribute with respect to each calendar year by January 31 of the following year an amount at least equal to the sum of

98% of our ordinary income for the calendar year,

98% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year, and

any ordinary income and net capital gains for preceding years that were not distributed during such years.

In December 2008, our Board of Directors elected to retain excess profits generated in the quarter ended September 30, 2008 and pay a 4% excise tax on such retained earnings. We paid \$533,000 for the excise tax with the filing of our tax return in March 2009. No such election was made in December 2009.

In addition, although we currently intend to distribute realized net capital gains (which we define as net long-term capital gains in excess of short-term capital losses), if any, at least annually, out of the assets legally available for such distributions, we may decide in the future to retain such capital gains for investment. In such event, the consequences of our retention of net capital gains are as described under **Material U.S. Federal Income Tax Considerations** in the accompanying prospectus. We can offer no assurance that we will achieve results that will permit the payment of any cash distributions and, if we issue senior securities, we will be prohibited from making distributions if doing so causes us to fail to maintain the asset coverage ratios stipulated by the 1940 Act or if distributions are limited by the terms of any of our borrowings.

We maintain an **opt out** dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend, then stockholders' cash dividends will be automatically reinvested in additional shares of our common stock, unless they specifically **opt out** of the dividend reinvestment plan so as to receive cash dividends. Stockholders who receive distributions in the form of stock are subject to the same U.S. Federal, state and local tax consequences as are stockholders who elect to receive their distributions in cash. See **Dividend Reinvestment Plan** in the accompanying prospectus. The tax consequences of distributions to stockholders are described in the accompanying prospectus under the label **Material U.S. Federal Income Tax Considerations** in the accompanying prospectus. To the extent prudent and practicable, we intend to declare and pay dividends on a quarterly basis.

With respect to the dividends paid to stockholders, income from origination, structuring, closing, commitment and other upfront fees associated with investments in portfolio companies were treated as taxable income and accordingly, distributed to stockholders. During the fiscal year ended June 30, 2009, we paid total dividends of approximately \$56.1 million. For the first, second and third quarters of the fiscal year ending June 30, 2010, we paid total distributions of approximately \$22.3 million, \$25.9 million and \$26.4 million, respectively.

Tax characteristics of all distributions will be reported to stockholders, as appropriate, on Form 1099-DIV after the end of the year. Our ability to pay distributions could be affected by future business performance, liquidity, capital needs, alternative investment opportunities and loan covenants.

Our common stock is quoted on the NASDAQ Global Select Market under the symbol PSEC. The following table sets forth, for the periods indicated, our NAV per share of common stock and the high and low closing prices per share of our common stock as reported on the NASDAQ Global Select Market. Our common stock historically trades at prices both above and below its NAV. There can be no assurance, however, that such premium or discount, as applicable, to NAV will be maintained. Common stock of business development companies, like that of closed-end investment companies, frequently trades at a discount to current NAV. In the past, our common stock has traded

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at a discount to our NAV. The risk that our common stock may continue to trade at a discount to our NAV is separate and distinct from the risk that our NAV per share may decline.

	NAV(1)	Stock Price High(2)	Low(2)	Premium (Discount) of High to NAV	Premium (Discount) of Low to NAV	Dividend Declared
<b>Twelve Months Ending June 30, 2005</b>						
First quarter	\$ 13.67	\$ 15.45	\$ 14.42	13.0%	5.5%	
Second quarter	13.74	15.15	11.63	10.3%	(15.4)%	\$ 0.100
Third quarter	13.74	13.72	10.61	(0.1)%	(22.8)%	0.125
Fourth quarter	14.59	13.47	12.27	(7.7)%	(15.9)%	0.150
<b>Twelve Months Ending June 30, 2006</b>						
First quarter	\$ 14.60	\$ 13.60	\$ 11.06	(6.8)%	(24.2)%	\$ 0.200
Second quarter	14.69	15.46	12.84	5.2%	(12.6)%	0.280
Third quarter	14.81	16.64	15.00	12.4%	1.3%	0.300
Fourth quarter	15.31	17.07	15.83	11.5%	3.4%	0.340
<b>Twelve Months Ending June 30, 2007</b>						
First quarter	\$ 14.86	\$ 16.77	\$ 15.30	12.9%	3.0%	\$ 0.380
Second quarter	15.24	18.79	15.60	23.3%	2.4%	0.385
Third quarter	15.18	17.68	16.40	16.5%	8.0%	0.3875
Fourth quarter	15.04	18.68	16.91	24.2%	12.4%	0.390
<b>Twelve Months Ending June 30, 2008</b>						
First quarter	\$ 15.08	\$ 18.68	\$ 14.16	23.9%	(6.1)%	\$ 0.3925
Second quarter	14.58	17.17	11.22	17.8%	(23.0)%	0.395
Third quarter	14.15	16.00	13.55	13.1%	(4.2)%	0.400
Fourth quarter	14.55	16.12	13.18	10.8%	(9.4)%	0.40125
<b>Twelve Months Ending June 30, 2009</b>						
First quarter	\$ 14.63	\$ 14.24	\$ 11.12	(2.7)%	(24.0)%	\$ 0.4025
Second quarter	14.43	13.08	6.29	(9.4)%	(56.4)%	0.40375
Third quarter	14.19	12.89	6.38	(9.2)%	(55.0)%	0.405
Fourth quarter	12.40	10.48	7.95	(15.5)%	(35.9)%	0.40625
<b>Twelve Months Ending June 30, 2010</b>						
First quarter	\$ 11.11	\$ 10.99	\$ 8.82	(1.1)%	(20.6)%	\$ 0.4075
Second quarter	10.06	12.31	9.93	22.4	(1.3)	0.40875
Third quarter	10.09	13.20	10.45	30.8%	3.6%	0.410
Fourth quarter (to 5/12/10)	(3)(4)	12.20	10.31	(4)	(4)	(5)

(1)

Net asset value per share is determined as of the last day in the relevant quarter and therefore may not reflect the net asset value per share on the date of the high or low sales price. The NAVs shown are based on outstanding shares of our common stock at the end of each period.

- (2) The High/Low Stock Price is calculated as of the closing price on a given day in the applicable quarter.
- (3) Our most recently determined NAV per share was \$10.09 as of March 31, 2010 (\$10.16 on an as adjusted basis solely to give effect to our issuance of common stock on April 23, 2010 in connection with our dividend reinvestment plan and our sale of 2,634,700 shares of common stock during the period from April 1, 2010 through April 30, 2010 pursuant to the equity distribution agreements). NAV as of June 30, 2010 may be higher or lower than \$10.09 based on potential changes in valuations as of June 30, 2010.
- (4) NAV has not yet been finally determined for any day after March 31, 2010.
- (5) The dividend for the fourth quarter of 2010 is expected to be declared in June 2010.

On May 12, 2010, the last reported sales price of our common stock was \$10.96 per share.

As of May 12, 2010, we had approximately 66 stockholders of record.

The below table sets forth each class of our outstanding securities as of May 12, 2010.

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Held by Registrant or for its Account</b>	<b>Amount Outstanding Exclusive of Amount Shown Under(3)</b>
Common Stock	100,000,000	0	67,281,662

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**SALES OF COMMON STOCK BELOW NET ASSET VALUE**

At our 2008 annual meeting of stockholders held on February 12, 2009 and our 2009 annual meeting of stockholders held on December 11, 2009, our stockholders approved our ability to sell an unlimited number of shares of our common stock at any level of discount from NAV per share during the twelve month period following such approval. In order to sell shares of our common stock pursuant to this authorization a majority of our directors who have no financial interest in the sale and a majority of our independent directors must (a) find that the sale is in our best interests and in the best interests of our stockholders, and (b) in consultation with any underwriter or underwriters or sales manager or sales managers of the offering, make a good faith determination as of a time either immediately prior to the first solicitation by us or on our behalf of firm commitments to purchase such shares, or immediately prior to the issuance of such shares of common stock, that the price at which such shares are to be sold is not less than a price which closely approximates the market value of such shares, less any distributing commission or discount.

As of the date of this prospectus supplement, our common stock is trading at a price above our most recently determined NAV per share. However, in the future, our common stock may trade at a price below our most recently determined NAV per share and, as such, the offering being made pursuant to this prospectus supplement may be at a price below our most recently determined NAV per share.

In making a determination that an offering below net asset value is in our and our stockholders' best interests, our Board of Directors considers a variety of factors including matters such as:

The effect that an offering below NAV per share would have on our stockholders, including the potential dilution they would experience as a result of the offering;

The amount per share by which the offering price per share and the net proceeds per share are less than the most recently determined NAV per share;

The relationship of recent market prices of par common stock to NAV per share and the potential impact of the offering on the market price per share of our common stock;

Whether the estimated offering price would closely approximate the market value of our shares of common stock;

The potential market impact of being able to raise capital during the current financial market difficulties;

The nature of any new investors anticipated to acquire shares of common stock in the offering;

The anticipated rate of return on and quality, type and availability of investments; and

The leverage available to us.

Our Board of Directors also considers the fact that sales of common stock at a discount will benefit our Investment Advisor as the Investment Advisor will earn additional investment management fees on the proceeds of such offerings, as it would from the offering of any other securities of the Company or from the offering of common stock at a premium to NAV per share.

We will not sell shares of common stock under a prospectus supplement to the registration statement (the current registration statement ) if the cumulative dilution to our NAV per share from offerings under the current registration statement exceeds 15%. This limit would be measured separately for each offering pursuant to the current registration statement by calculating the percentage dilution or accretion to aggregate NAV from that offering and then summing the percentage from each offering. For example, if our most recently determined NAV at the time of the first offering is \$10.16 and we have 67.3 million shares of common stock outstanding, sale of 16 million shares of common stock at net proceeds to us of \$5.08 per share (a 50% discount) would produce dilution of 9.60%. If we subsequently determined that our NAV per share increased to \$10.20 on the then 83.3 million shares of common stock outstanding and then made an additional offering, we could, for example, sell approximately an additional 10.077 million shares of common stock at net proceeds to us of \$5.10 per share, which would produce dilution of 5.40%, before we would reach the aggregate 15% limit. If we file a new post-effective amendment, the threshold would reset.

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Sales by us of our common stock at a discount from NAV pose potential risks for our existing stockholders whether or not they participate in the offering, as well as for new investors who participate in the offering.

The following three headings and accompanying tables will explain and provide hypothetical examples on the impact of an offering at a price less than NAV per share on three different set of investors:

existing shareholders who do not purchase any shares of common stock in the offering;

existing shareholders who purchase a relatively small amount of shares of common stock in the offering or a relatively large amount of shares of common stock in the offering; and

new investors who become shareholders by purchasing shares of common stock in the offering.

**Impact On Existing Stockholders Who Do Not Participate in the Offering**

Our existing stockholders who do not participate in an offering below NAV per share or who do not buy additional shares of common stock in the secondary market at the same or lower price we obtain in the offering (after expenses and commissions) face the greatest potential risks. These stockholders will experience an immediate decrease (often called dilution) in the NAV of the shares of common stock they hold and their NAV per share. These stockholders will also experience a disproportionately greater decrease in their participation in our earnings and assets and their voting power than the increase we will experience in our assets, potential earning power and voting interests due to the offering. These shareholders may also experience a decline in the market price of their shares of common stock, which often reflects to some degree announced or potential increases and decreases in NAV per share. This decrease could be more pronounced as the size of the offering and level of discounts increases.

The following chart illustrates the level of NAV dilution that would be experienced by a nonparticipating stockholder in three different hypothetical offerings of different sizes and levels of discount from NAV per share. It is not possible to predict the level of market price decline that may occur.

The examples assume that the issuer has 67,300,000 common shares outstanding, \$800,000,000 in total assets and \$116,232,000 in total liabilities. The current NAV and NAV per share are thus \$683,768,000 and \$10.16. The chart illustrates the dilutive effect on Stockholder A of (1) an offering of 3,365,000 shares of common stock (5% of the outstanding shares of common stock) at \$9.65 per share after offering expenses and commission (a 5% discount from NAV), (2) an offering of 6,730,000 shares of common stock (10% of the outstanding shares of common stock) at \$9.14 per share after offering expenses and commissions (a 10% discount from NAV) and (3) an offering of 13,460,000 shares of common stock (20% of the outstanding shares of common stock) at \$8.13 per share after offering expenses and commissions (a 20% discount from NAV).

	Prior to Sale Below NAV	Example 1 5% Offering at 5% Discount		Example 2 10% Offering at 10% Discount		Example 3 20% Offering at 20% Discount	
		Following Sale	% Change	Following Sale	% Change	Following Sale	% Change
<b>Offering Price</b>							
Price per Share to Public		\$ 10.16		\$ 9.63		\$ 8.56	
		\$ 9.65		\$ 9.14		\$ 8.13	

Net Proceeds per  
Share to Issuer**Decrease to NAV**

## Total Shares

Outstanding	67,300,000	70,665,000	5.00%	74,030,000	10.00%	80,760,000	20.00%
NAV per Share	\$ 10.16	\$ 10.14	(0.24)%	\$ 10.07	(0.91)%	\$ 9.82	(3.33)%

**Dilution to****Nonparticipating  
Stockholder**

## Shares Held by

Stockholder A	67,300	67,300	0.00%	67,300	0.00%	67,300	0.00%
---------------	--------	--------	-------	--------	-------	--------	-------

## Percentage Held

by Stockholder A	0.10%	0.10%	(4.76)%	0.09%	(9.09)%	0.08%	(16.67)%
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## Total NAV Held

by Stockholder A	\$ 683,768	\$ 682,140	(0.24)%	\$ 677,552	(0.91)%	\$ 660,976	(3.33)%
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## Total Investment

## by Stockholder A

## (Assumed to be

\$10.16 per Share)	\$ 683,768	\$ 683,768		\$ 683,768		\$ 683,768	
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## Total Dilution to

## Stockholder A

## (Total NAV Less

## Total Investment)

		\$ (1,628)		\$ (6,216)		\$ (22,792)	
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## NAV per Share

## Held by

## Stockholder A

## Investment per

## Share Held by

## Stockholder A

## (Assumed to be

## \$10.16 per Share

## on Shares Held

## Prior to Sale)

	\$ 10.16	\$ 10.16		\$ 10.16		\$ 10.16	
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## Dilution per Share

## Held by

## Stockholder A

## (NAV per Share

## Less Investment

## per Share)

		\$ (0.02)		\$ (0.09)		\$ (0.34)	
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## Percentage

## Dilution to

## Stockholder A

## (Dilution per

## Share Divided by

## Investment per

## Share)

			(0.24)%		(0.91)%		(3.33)%
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**Table of Contents****Impact On Existing Stockholders Who Do Participate in the Offering**

Our existing stockholders who participate in an offering below NAV per share or who buy additional shares of common stock in the secondary market at the same or lower price as we obtain in the offering (after expenses and commissions) will experience the same types of NAV dilution as the nonparticipating stockholders, albeit at a lower level, to the extent they purchase less than the same percentage of the discounted offering as their interest in our shares of common stock immediately prior to the offering. The level of NAV dilution will decrease as the number of shares of common stock such stockholders purchase increases. Existing stockholders who buy more than such percentage will experience NAV dilution but will, in contrast to existing stockholders who purchase less than their proportionate share of the offering, experience an increase (often called accretion) in NAV per share over their investment per share and will also experience a disproportionately greater increase in their participation in our earnings and assets and their voting power than our increase in assets, potential earning power and voting interests due to the offering. The level of accretion will increase as the excess number of shares of common stock such stockholder purchases increases. Even a stockholder who overparticipates will, however, be subject to the risk that we may make additional discounted offerings in which such stockholder does not participate, in which case such a stockholder will experience NAV dilution as described above in such subsequent offerings. These shareholders may also experience a decline in the market price of their shares of common stock, which often reflects to some degree announced or potential increases and decreases in NAV per share. This decrease could be more pronounced as the size of the offering and level of discounts increases.

The following chart illustrates the level of dilution and accretion in the hypothetical 20% discount offering from the prior chart (Example 3) for a stockholder that acquires shares of common stock equal to (1) 50% of its proportionate share of the offering (i.e., 6,730 shares of common stock, which is 0.05% of an offering of 13,460,000 shares of common stock) rather than its 0.10% proportionate share and (2) 150% of such percentage (i.e. 20,190 shares of common stock, which is 0.15% of an offering of 13,460,000 shares of common stock rather than its 0.10% proportionate share). It is not possible to predict the level of market price decline that may occur.

	<b>Prior to Sale Below NAV</b>	<b>50% Participation Following Sale</b>	<b>% Change</b>	<b>150% Participation Following Sale</b>	<b>% Change</b>
<b>Offering Price</b>					
Price per Share to Public		\$ 8.56		\$ 8.56	
Net Proceeds per Share to Issuer		\$ 8.13		\$ 8.13	
<b>Decrease/Increase to NAV</b>					
Total Shares Outstanding	67,300,000	80,760,000	20.00%	80,760,000	20.00%
NAV per Share	\$ 10.16	\$ 9.82	(3.33)%	\$ 9.82	(3.33)%
<b>Dilution/Accretion to Participating Stockholder</b>					
Shares Held by Stockholder A	67,300	74,030	10.00%	87,490	30.00%
Percentage Held by Stockholder A	0.10%	0.09%	(8.33)%	0.11%	8.33%
Total NAV Held by Stockholder A	\$ 683,768	\$ 727,073	6.33%	\$ 859,268	25.67%
Total Investment by Stockholder A (Assumed to be \$10.16 per Share on Shares held Prior to Sale)		\$ 741,348		\$ 856,509	

Total Dilution/Accretion to Stockholder A (Total NAV Less Total Investment)		\$	(14,275)		\$	2,759		
NAV per Share Held by Stockholder A		\$	10.01		\$	9.82		
Investment per Share Held by Stockholder A (Assumed to Be \$10.16 on Shares Held Prior to Sale)	\$	10.16	\$	9.82	(1.44)%	\$	9.79	(3.64)%
Dilution/Accretion per Share Held by Stockholder A (NAV per Share Less Investment per Share)		\$	(0.19)		\$	0.03		
Percentage Dilution/Accretion to Stockholder A (Dilution/Accretion per Share Divided by Investment per Share)					(1.93)%		0.32%	

### Impact On New Investors

Investors who are not currently stockholders and who participate in an offering below NAV but whose investment per share is greater than the resulting NAV per share due to selling compensation and expenses paid by the issuer will experience an immediate decrease, albeit small, in the NAV of their shares of common stock and their NAV per share compared to the price they pay for their shares of common stock. Investors who are not currently stockholders and who participate in an offering below NAV per share and whose investment per share is also less than the resulting NAV per share due to selling compensation and expenses paid by the issuer being significantly

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less than the discount per share will experience an immediate increase in the NAV of their shares of common stock and their NAV per share compared to the price they pay for their shares of common stock. These investors will experience a disproportionately greater participation in our earnings and assets and their voting power than our increase in assets, potential earning power and voting interests. These investors will, however, be subject to the risk that we may make additional discounted offerings in which such new stockholder does not participate, in which case such new stockholder will experience dilution as described above in such subsequent offerings. These investors may also experience a decline in the market price of their shares of common stock, which often reflects to some degree announced or potential increases and decreases in NAV per share. This decrease could be more pronounced as the size of the offering and level of discounts increases.

The following chart illustrates the level of dilution or accretion for new investors that would be experienced by a new investor in the same hypothetical 5%, 10% and 20% discounted offerings as described in the first chart above. The illustration is for a new investor who purchases the same percentage (0.10%) of the shares of common stock in the offering as Stockholder A in the prior examples held immediately prior to the offering. It is not possible to predict the level of market price decline that may occur.

	<b>Prior to Sale Below NAV</b>	<b>Example 1 5% Offering at 5% Discount</b>		<b>Example 2 10% Offering at 10% Discount</b>		<b>Example 3 20% Offering at 20% Discount</b>	
		<b>Following Sale</b>	<b>% Change</b>	<b>Following Sale</b>	<b>% Change</b>	<b>Following Sale</b>	<b>% Change</b>
<b>Offering Price</b>							
Price per Share to Public		\$ 10.16		\$ 9.63		\$ 8.56	
Net Proceeds per Share to Issuer		\$ 9.65		\$ 9.14		\$ 8.13	
<b>Decrease/Increase to NAV</b>							
Total Shares Outstanding	67,300,000	70,665,000	5.00%	74,030,000	10.00%	80,760,000	20.00%
NAV per Share	\$ 10.16	\$ 10.14	(0.24)%	\$ 10.07	(0.91)%	\$ 9.82	(3.33)%
<b>Dilution/Accretion to New Investor A</b>							
Shares Held by Investor A	0	3,365		6,730		13,460	
Percentage Held by Investor A	0.00%	0.00%		0.01%		0.02%	
Total NAV Held by Investor A	\$ 0	\$ 34,107		\$ 67,755		\$ 132,195	
Total Investment by Investor A (At Price to Public)		\$ 34,188		\$ 64,778		\$ 115,161	
Total Dilution/Accretion to Investor A (Total NAV Less Total Investment)		\$ (81)		\$ 2,977		\$ 17,034	

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NAV per Share Held by Investor A	\$	10.14	\$	10.07	\$	9.82
Investment per Share Held by Investor A	\$	0	\$	10.16	\$	9.63
Dilution/Accretion per Share Held by Investor A (NAV per Share Less Investment per Share)	\$	(0.02)	\$	0.44	\$	1.26
Percentage Dilution/Accretion to Investor A (Dilution/Accretion per Share Divided by Investment per Share)				(0.24)%		4.60%
						14.79%

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**PLAN OF DISTRIBUTION**

Upon written instructions from the Company, BB&T Capital Markets, a division of Scott & Stringfellow, LLC, and Knight Capital Markets LLC, as applicable, will each use its commercially reasonable efforts consistent with its sales and trading practices to solicit offers to purchase the common stock under the terms and subject to the conditions set forth in each Sales Manager's equity distribution agreement. We will instruct each Sales Manager as to the amount of common stock to be sold by such Sales Manager; provided, however, that, subject to the terms of the equity distribution agreements, any sales of common stock pursuant to the equity distribution agreements will only be effected by or through only one of BB&T Capital Markets, a division of Scott & Stringfellow, LLC, and Knight Capital Markets LLC on any single given day, but in no event by both. We may instruct the Sales Managers not to sell common stock if the sales cannot be effected at or above the price designated by the Company in any instruction. We or the Sales Managers may suspend the offering of shares of common stock upon proper notice and subject to other conditions.

Each Sales Manager will provide written confirmation of a sale to us no later than the opening of the trading day on the NASDAQ Global Select Market following each trading day in which shares of our common stock are sold under the applicable equity distribution agreement. Each confirmation will include the number of shares of common stock sold on the preceding day, the net proceeds to us and the compensation payable by us to the applicable Sales Manager in connection with the sales.

Each Sales Manager will receive from us a commission equal to 2.0% of the gross sales price of all shares of common stock sold through it as Sales Manager under the applicable equity distribution agreement. We estimate that the total expenses for the offering, excluding compensation payable to the Sales Managers under the terms of the equity distribution agreements, will be approximately \$300,000.

Settlement for sales of shares of common stock will occur on the third trading day following the date on which such sales are made, or on some other date that is agreed upon by the Company and the respective Sales Manager in connection with a particular transaction, in return for payment of the net proceeds to the Company. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

In connection with the sale of the common stock on our behalf, the Sales Manager may be deemed to be an underwriter within the meaning of the 1933 Act, and the compensation of the Sales Manager may be deemed to be underwriting commissions or discounts. We have agreed to provide indemnification and contribution to each Sales Manager against certain civil liabilities, including liabilities under the 1933 Act.

The offering of our shares of common stock pursuant to the equity distribution agreements will terminate upon the earlier of (i) the sale of all common stock subject to the equity distribution agreements or (ii) the termination of both equity distribution agreements. Each equity distribution agreement may be terminated by the Company in our sole discretion under the circumstances specified in such equity distribution agreement by giving notice to the respective Sales Manager. In addition, each Sales Manager may terminate such equity distribution agreement to which it is a party under the circumstances specified in the equity distribution agreement by giving notice to the Company.

The Sales Managers may perform investment banking and advisory services for us from time to time for which they have received customary fees and expenses. The Sales Managers and their respective affiliates may, from time to time, engage in transactions with and perform services for us in the ordinary course of business.

The principal business address of BB&T Capital Markets, a division of Scott & Stringfellow, LLC, is 909 East Main Street, Richmond, VA 23219 and the principal business address of Knight Capital Markets LLC is 405 Lexington Avenue, New York, NY 10174.

### **LEGAL MATTERS**

Certain legal matters regarding the common stock offered hereby have been passed upon for the Company by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York, and Venable LLP as special Maryland counsel. Certain legal matters will be passed upon for the Sales Managers by Troutman Sanders LLP. Troutman Sanders LLP will rely as to certain matters of Maryland law upon Venable LLP.

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**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

BDO Seidman LLP is the independent registered public accounting firm for the Company.

**AVAILABLE INFORMATION**

We have filed with the SEC a registration statement on Form N-2, together with all amendments and related exhibits, under the 1933 Act, with respect to our common stock offered by this prospectus supplement. The registration statement contains additional information about us and the common stock being registered by this prospectus supplement. We file with or submit to the SEC annual, quarterly and current periodic reports, proxy statements and other information meeting the informational requirements of the Exchange Act. This information and the information specifically regarding how we voted proxies relating to portfolio securities for the period ended June 30, 2009, are available free of charge by contacting us at 10 East 40th Street, 44th floor, New York, NY 10016 or by telephone at toll-free (888) 748-0702. You may inspect and copy these reports, proxy statements and other information, as well as the registration statement and related exhibits and schedules, at the Public Reference Room of the SEC at 100 F Street NE, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at (202) 551-8090. The SEC maintains an Internet site that contains reports, proxy and information statements and other information filed electronically by us with the SEC which are available on the SEC's Internet site at <http://www.sec.gov>. Copies of these reports, proxy and information statements and other information may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, Washington, D.C. 20549-0102.

No dealer, salesperson or other individual has been authorized to give any information or to make any representation other than those contained in this prospectus supplement and, if given or made, such information or representations must not be relied upon as having been authorized by us or the Sales Managers. This prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this prospectus supplement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs or that information contained herein is correct as of any time subsequent to the date hereof.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES**  
**March 31, 2010 and June 30, 2009**  
**(in thousands, except share and per share data)**

	<b>March 31, 2010</b>	<b>June 30, 2009</b>
	<b>(Unaudited)</b>	<b>(Audited)</b>
<b>Assets (Note 10)</b>		
Investments at fair value (cost of \$675,534 and \$531,424, respectively, Note 4)		
Control investments (cost of \$181,894 and \$187,105, respectively)	\$ 194,647	\$ 206,332
Affiliate investments (cost of \$63,197 and \$33,544, respectively)	73,516	32,254
Non-control/Non-affiliate investments (cost of \$430,443 and \$310,775, respectively)	428,838	308,582
Total investments at fair value	697,001	547,168
Investments in money market funds	23,011	98,735
Cash	21,249	9,942
Receivables for:		
Interest, net	3,233	3,562
Dividends	1	28
Other	404	571
Prepaid expenses	146	68
Deferred financing costs, net	4,948	6,951
Other assets	534	
<b>Total Assets</b>	<b>\$ 750,527</b>	<b>\$ 667,025</b>
<b>Liabilities</b>		
Credit facility payable (Note 10)	54,200	124,800
Dividend payable	26,403	
Due to Prospect Administration (Note 8)	243	842
Due to Prospect Capital Management (Note 8)	9,246	5,871
Due to broker	1,743	
Accrued expenses	7,640	2,381
Other liabilities	1,566	535
<b>Total Liabilities</b>	<b>101,041</b>	<b>134,429</b>
<b>Net Assets</b>	<b>\$ 649,486</b>	<b>\$ 532,596</b>
<b>Components of Net Assets</b>		
Common stock, par value \$0.001 per share (100,000,000 and 100,000,000 common shares authorized, respectively; 64,398,231 and 42,943,084 issued and outstanding, respectively)	\$ 64	\$ 43

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Paid-in capital in excess of par	753,992	545,707
Under/(over) distributed net investment income	(21,756)	24,152
Accumulated realized losses on investments	(104,281)	(53,050)
Unrealized appreciation on investments	21,467	15,744
<b>Net Assets</b>	<b>\$ 649,486</b>	<b>\$ 532,596</b>
<b>Net Asset Value Per Share</b>	<b>\$ 10.09</b>	<b>\$ 12.40</b>

See notes to consolidated financial statements.

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	<b>For the Three Months Ended March 31,</b>		<b>For the Nine Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>Investment Income</b>				
Interest Income (Note 4)				
Control investments (Net of foreign withholding tax of \$0, \$28, (\$19), and \$137, respectively)	\$ 4,494	\$ 5,503	\$ 14,137	\$ 17,300
Affiliate investments	2,731	730	5,119	2,365
Non-control/non-affiliate investments	20,722	9,832	42,065	31,197
Total interest income	27,947	16,065	61,321	50,862
Dividend income				
Control investments	2,300	4,400	12,660	13,568
Money market funds	1	45	29	265
Total dividend income	2,301	4,445	12,689	13,833
Other income: (Note 5)				
Control/affiliate investments	241		316	831
Gain on Patriot acquisition (Note 2)			5,714	
Non-control/non-affiliate investments	1,516	159	2,365	13,155
Total other income	1,757	159	8,395	13,986
<b>Total Investment Income</b>	<b>32,005</b>	<b>20,669</b>	<b>82,405</b>	<b>78,681</b>
<b>Operating Expenses</b>				
Investment advisory fees:				
Base management fee (Note 8)	3,576	2,977	9,962	8,740
Income incentive fee (Note 8)	4,744	2,930	12,054	11,795
Total investment advisory fees	8,320	5,907	22,016	20,535
Interest and credit facility expenses	2,111	1,345	5,480	4,828
Sub-administration fees		177		644
Legal fees	146	107	469	590
Valuation services	231	139	504	561
Audit, compliance and tax related fees	181	219	681	848
	840	588	2,520	1,764

Allocation of overhead from Prospect Administration  
(Note 8)

Insurance expense	64	61	190	185
Directors fees	64	61	192	204
Potential merger expenses (Note 11)	925		1,148	
Other general and administrative expenses	149	345	988	807
Tax expense				533
<b>Total Operating Expenses</b>	13,031	8,949	34,188	31,499
<b>Net Investment Income</b>	18,974	11,720	48,217	47,182
Net realized (loss) gain on investments	(2)		(51,231)	1,661
Net change in unrealized appreciation/depreciation on investments	6,968	3,611	5,723	(12,990)
<b>Net Increase in Net Assets Resulting from Operations</b>	\$ 25,940	\$ 15,331	\$ 2,709	\$ 35,853
Net increase in net assets resulting from operations per share: (Note 7)	\$ 0.41	\$ 0.51	\$ 0.05	\$ 1.21
Dividends/distributions declared per share:	\$ 0.41	\$ 0.41	\$ 1.23	\$ 1.21

See notes to consolidated financial statements.

**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS****For The Nine Months Ended March 31, 2010 and 2009****(in thousands, except share data)****(Unaudited)**

	<b>For The Nine Months Ended March 31,</b>	
	<b>2010</b>	<b>March 31, 2009</b>
<b>Increase in Net Assets from Operations:</b>		
Net investment income	\$ 48,217	\$ 47,182
Net realized (loss) gain on investments	(51,231)	1,661
Net change in unrealized depreciation on investments	5,723	(12,990)
<b>Net Increase in Net Assets Resulting from Operations</b>	<b>2,709</b>	<b>35,853</b>
<b>Dividends/Distributions to Shareholders:</b>	<b>(94,125)</b>	<b>(36,519)</b>
<b>Capital Share Transactions:</b>		
Net proceeds from capital shares sold	108,858	12,300
Less: Offering costs of public share offerings	(1,606)	(513)
Fair value of equity issued in conjunction with Patriot acquisition	92,800	
Reinvestment of dividends/distributions	8,254	3,280
<b>Net Increase in Net Assets Resulting from Capital Share Transactions</b>	<b>208,306</b>	<b>15,067</b>
<b>Total Increase in Net Assets:</b>	<b>116,890</b>	<b>14,401</b>
Net assets at beginning of period	532,596	429,623
<b>Net Assets at End of Period</b>	<b>\$ 649,486</b>	<b>\$ 444,024</b>
<b>Capital Share Activity:</b>		
Shares sold	12,243,297	1,500,000
Shares issued for Patriot acquisition	8,444,068	
Shares issued through reinvestment of dividends/distributions	767,782	265,749
Net increase in capital share activity	21,455,147	1,765,749
Shares outstanding at beginning of period	42,943,084	29,520,379
<b>Shares Outstanding at End of Period</b>	<b>64,398,231</b>	<b>31,286,128</b>

See notes to consolidated financial statements.

**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CASH FLOWS****For The Nine Months Ended March 31, 2010 and 2009****(in thousands, except share data)****(Unaudited)**

	<b>For the Nine Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>
<b>Cash Flows from Operating Activities:</b>		
Net increase in net assets resulting from operations	\$ 2,709	\$ 35,853
Net realized loss (gain) on investments	51,231	(1,661)
Net change in unrealized depreciation on investments	(5,723)	12,990
Accretion of original issue discount on investments	(15,865)	(2,323)
Amortization of deferred financing costs	3,427	540
Gain on settlement of net profits interest		(12,576)
Gain on Patriot acquisition	(5,714)	
<b>Change in operating assets and liabilities:</b>		
Payments for purchases of investments	(64,390)	(89,052)
Payment-in-kind interest	(4,299)	(1,324)
Proceeds from sale of investments and collection of investment principal	96,338	36,435
Purchases of cash equivalents	(199,997)	(29,999)
Sales of cash equivalents	199,997	29,999
Net decrease of investments in money market funds	75,724	(6,254)
Decrease (increase) in interest receivable	2,653	(1,835)
Decrease in dividends receivable	27	4,232
Decrease in loan principal receivable		71
Increase in receivable for managerial assistance		(93)
Increase in receivable for potential deal expenses		(86)
Decrease in other receivables	167	78
Decrease (increase) in prepaid expenses	(43)	52
Decrease in due from Prospect Administration	1,500	
Increase in other assets	(534)	
(Decrease) increase in due to Prospect Administration	(599)	47
Increase (decrease) in due to Prospect Capital Management	3,375	(133)
Increase in due to broker	1,743	
(Decrease) increase in accrued expenses	(626)	220
Increase (decrease) in other liabilities	1,031	(733)
<b>Net Cash Provided By (Used In) Operating Activities:</b>	<b>142,132</b>	<b>(25,552)</b>
<b>Cash Flows from Investing Activities:</b>		
Acquisition of Patriot, net of cash acquired (Note 2)	(106,586)	
<b>Net Cash Used In Investing Activities:</b>	<b>(106,586)</b>	

**Cash Flows from Financing Activities:**

Borrowings under credit facility	115,000	54,500
Payments under credit facility	(185,600)	(8,100)
Financing costs paid and deferred	(1,424)	(328)
Net proceeds from issuance of common stock	108,858	12,300
Offering costs from issuance of common stock	(1,606)	(513)
Dividends/distributions paid	(59,467)	(32,413)

**Net Cash (Used In) Provided By Financing Activities:** (24,239) 25,446

**Total Increase (Decrease) in Cash** 11,307 (106)  
Cash balance at beginning of period 9,942 555

**Cash Balance at End of Period** \$ 21,249 \$ 449

**Cash Paid For Interest** \$ 865 \$ 4,015

**Non-Cash Financing Activity:**

Value of shares issued in connection with Patriot acquisition	\$ 92,800	\$
Value of shares issued in connection with dividend reinvestment plan	\$ 8,254	\$ 3,280

See notes to consolidated financial statements.

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Portfolio Company	Locale/Industry	Investments(1)	March 31, 2010			% of Net Assets
			Principal Value	Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Ajax Rolled Ring & Machine, Inc.	South Carolina/Manufacturing	Senior Secured Note Tranche A (10.50%, due 4/01/2013)(3),(4)	\$ 21,157	\$ 21,157	\$ 21,157	3.3%
		Subordinated Secured Note Tranche B (11.50% plus 6.00% PIK, due 4/01/2013)(3),(4)	15,605	15,605	7,285	1.1%
		Subordinated Secured Note Tranche B (15.00%, due 10/30/2010)	500	500		0.0%
		Convertible Preferred Stock Series A (6,143 shares)		6,057		0.0%
		Unrestricted Common Stock (6 shares)				0.0%
					<b>43,319</b>	<b>28,442</b>
AWCNC, LLC(20)	North Carolina/Machinery	Members Units Class A (1,800,000 units)				0.0%
		Members Units Class B-1 (1 unit)				0.0%
		Members Units Class B-2 (7,999,999 units)				0.0%
					<b>0.0%</b>	
Borga, Inc.	California/Manufacturing	Revolving Line of Credit \$1,000 Commitment (5.00% plus 3.00% default interest, due 5/06/2010)(4),(26)	800	770	680	0.1%
		Senior Secured Term Loan B (8.50% plus	1,612	1,551	1,330	0.2%

		3.00% default interest, due 5/06/2010)(4)				
		Senior Secured Term Loan C (12.00% plus 4.00% PIK plus 3.00% default interest, due 5/06/2010)	8,537	736		0.0%
		Common Stock (100 shares)(22)				0.0%
		Warrants (33,750 warrants)(22)				0.0%
				<b>3,057</b>	<b>2,010</b>	<b>0.3%</b>
C&J Cladding LLC	Texas/Metal Services and Minerals	Membership Interest (400 units)(23)		580	3,972	0.6%
				<b>580</b>	<b>3,972</b>	<b>0.6%</b>
Change Clean Energy Holdings, Inc. ( CCEHI )(5)	Maine/Biomass Power	Common Stock (1,000 shares)		2,825	1,928	0.3%
				<b>2,825</b>	<b>1,928</b>	<b>0.3%</b>
Fischbein, LLC	North Carolina/Machinery	Senior Subordinated Debt (13.00% plus 5.50% PIK, due 5/01/2013)	3,758	3,569	3,769	0.6%
		Membership Interest(25)		1,898	3,210	0.5%
				<b>5,467</b>	<b>6,979</b>	<b>1.1%</b>

See notes to consolidated financial statements.

Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2010 and June 30, 2009****(In thousands, except share data)**

Portfolio Company	Locale/Industry	Investments(1)	Principal Value	March 31, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Freedom Marine Services LLC	Louisiana/Shipping Vessels	Subordinated Secured Note (16.00% PIK, due 12/31/2011)(3)	\$ 9,258	\$ 9,204	\$ 4,118	0.6%
		Net Profits Interest (22.50% payable on Equity distributions)(3),(7)				0.0%
				<b>9,204</b>	<b>4,118</b>	<b>0.6%</b>
Gas Solutions Holdings, Inc.(8)	Texas/Gas Gathering and Processing	Senior Secured Note (18.00%, due 12/11/2016)(3)	25,000	25,000	25,000	3.9%
		Junior Secured Note (18.00%, due 12/12/2016)(3)	5,000	5,000	5,000	0.8%
		Common Stock (100 shares)(3)		5,003	60,596	9.3%
				<b>35,003</b>	<b>90,596</b>	<b>14.0%</b>
Integrated Contract Services, Inc.(9)	North Carolina/Contracting	Senior Demand Note (15.00%, due 12/31/2009)(10)	1,170	1,170	1,170	0.2%
		Senior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	927	800	928	0.1%
			14,003	14,003	2,551	0.4%

		Junior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)				
		Preferred Stock Series A (10 shares)				0.0%
		Common Stock (49 shares)		679		0.0%
				<b>16,652</b>	<b>4,649</b>	<b>0.7%</b>
		Senior Secured Tranche 1 (Zero Coupon, in non-accrual status effective 1/01/2010, due 12/31/2016)	615	396	615	0.1%
		Senior Secured Tranche 2 (Zero Coupon, in non-accrual status effective 1/01/2010, due 12/31/2016)	2,337	2,338	2,338	0.4%
		Senior Secured Tranche 3 (1.00%, in non-accrual status effective 1/01/2010, due 12/31/2016)	18,000	18,000	9,372	1.4%
		Common Stock (1,781 shares)		268		0.0%
				<b>21,002</b>	<b>12,325</b>	<b>1.9%</b>
Iron Horse Coiled Tubing, Inc.(24)	Alberta, Canada/Production Services					

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Portfolio Company	Locale/Industry	Investments(1)	March 31, 2010			% of Net Assets
			Principal Value	Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Manx Energy, Inc. ( Manx )(12)	Kansas/Oil & Gas Production	Appalachian Energy Holdings, LLC ( AEH ) Senior Secured Note (8.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)	\$ 2,032	\$ 2,000	\$ 849	0.1%
		Coalbed, LLC Senior Secured Note (8.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)(6)	6,095	5,991	2,547	0.4%
		Manx Senior Secured Note (13.00%, in non-accrual status effective 1/19/2010, due 1/19/2013)	2,800	2,800	2,800	0.4%
		Manx Preferred Stock (6,635 shares)		6,308		0.0%
		Manx Common Stock (3,416,335 shares)		1,171		0.0%
				<b>18,270</b>		<b>6,196</b>
NRG Manufacturing, Inc.	Texas/Manufacturing	Senior Secured Note (16.50%, due 8/31/2011)(3),(4)	13,080	13,080	13,080	2.0%

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		Common Stock (800 shares)		2,317	7,400	1.2%
				<b>15,397</b>	<b>20,480</b>	<b>3.2%</b>
		Revolving Line of Credit \$2,000 Commitment (7.25% plus 2.00% default interest, due				
Nupla Corporation	California/Home & Office Furnishings, Housewares & Durable	9/04/2012)(4),(26) Senior Secured Term Loan A (8.00% plus 2.00% default interest, due 9/04/2012)(4)	1,093	945	929	0.1%
		Senior Subordinated Debt (10.00% plus 5.00% PIK, in non-accrual status effective 4/01/2009, due 3/04/2013)	5,139	1,503	1,972	0.3%
		Preferred Stock Class A (2,850 shares)				0.0%
		Preferred Stock Class B (1,330 shares)				0.0%
		Common Stock (2,360,743 shares)				0.0%
				<b>2,448</b>	<b>2,901</b>	<b>0.4%</b>
		Warrants (200,000 warrants, expiring 6/30/2017)				
R-V Industries, Inc.	Pennsylvania/Manufacturing	Common Stock (545,107 shares)		1,682	2,278	0.3%
				5,086	6,210	1.0%
				<b>6,768</b>	<b>8,488</b>	<b>1.3%</b>

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	March 31, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Sidump r Trailer Company, Inc.	Nebraska/Automobile	Revolving Line of Credit \$2,000 Commitment (7.25%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4),(26)	\$ 950	\$ 404	\$ 404	0.1%
		Senior Secured Term Loan A (7.25%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4)	2,048	463	124	0.0%
		Senior Secured Term Loan B (8.75%, in non-accrual status effective 11/01/2008, due 1/10/2011)(4)	2,321			0.0%
		Senior Secured Term Loan C (16.50% PIK, in non-accrual status effective 9/27/2008, due 7/10/2011)	2,960			0.0%
		Senior Secured Term Loan D (7.25%, in non-accrual status effective 11/01/2008, due	1,700			0.0%

		7/10/2011)(4)				
		Preferred Stock				0.0%
		(49,843 shares)				
		Common Stock				0.0%
		(64,050 shares)				
				<b>867</b>	<b>528</b>	<b>0.1%</b>
		Senior Secured				
		Note (Non-accrual				
		status effective				
		1/01/2009, due				
		12/31/2010)(4)	10,000	1,035	1,035	0.2%
		Junior Secured				
		Note (Non-accrual				
		status effective				
		1/01/2009, due				
		12/31/2010)(4)	41,836			0.0%
		Common Stock				0.0%
		(1,000 shares)				
				<b>1,035</b>	<b>1,035</b>	<b>0.2%</b>
		<b>Total Control</b>				
		<b>Investments</b>		<b>181,894</b>	<b>194,647</b>	<b>30.0%</b>
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
		Senior Secured				
		Note (11.50% plus				
		1.00% PIK, due				
		2/21/2013)(3),(4)	26,227	26,227	27,014	4.2%
		Preferred Stock				
		(9,925 shares)(13)		2,300	3,450	0.5%
				<b>28,527</b>	<b>30,464</b>	<b>4.7%</b>

See notes to consolidated financial statements.

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	March 31, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
Boxercraft Incorporated	Georgia/Textiles & Leather	Revolving Line of Credit \$1,000 Commitment (9.50%, due 9/16/2013)(26),(27)		\$	\$	0.0%
		Senior Secured Term Loan A (9.50%, due 9/16/2013)(3),(4)	\$ 3,843	3,269	3,290	0.5%
		Senior Secured Term Loan B (10.00%, due 9/16/2013)(3),(4)	4,822	3,789	4,356	0.7%
		Subordinated Secured Term Loan (12.00% plus 6.50% PIK, due 3/16/2014)(3)	7,118	5,618	6,555	1.0%
		Preferred Stock (1,000,000 shares)			208	0.0%
		Common Stock (10,000 shares)				0.0%
					<b>12,676</b>	<b>14,409</b>
KTPS Holdings, LLC	Colorado/Textiles & Leather	Revolving Line of Credit \$1,500 Commitment (10.50%, due 1/31/2012)(26),(27)				0.0%
		Senior Secured Term Loan A (10.50%, due 1/31/2012)(3),(4)	3,330	2,995	2,858	0.4%
		Senior Secured Term Loan B (12.00%, due 1/31/2012)(3)	440	374	399	0.1%



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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	March 31, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>						
Sport Helmets Holdings, LLC(15)	New York/Personal & Nondurable Consumer Products	Revolving Line of Credit \$3,000 Commitment (4.25%, due 12/14/2013)(26),(27)		\$	\$	0.0%
		Senior Secured Term Loan A (4.26%, due 12/14/2013)(3),(4)	\$ 3,750	2,231	2,875	0.4%
		Senior Secured Term Loan B (4.76%, due 12/14/2013)(3),(4)	7,406	5,059	5,656	0.9%
		Senior Subordinated Debt Series A (12.00% plus 3.00% PIK, due 6/14/2014)(3)	7,269	5,753	5,986	0.9%
		Senior Subordinated Debt Series B (10.00% plus 5.00% PIK, due 6/14/2014)(3)	1,340	924	1,048	0.2%
		Common Stock (20,000 shares)		358	1,530	0.2%
					<b>14,325</b>	<b>17,095</b>
		<b>Total Affiliate Investments</b>		<b>63,197</b>	<b>73,516</b>	<b>11.3%</b>
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
ADAPCO, Inc.	Florida/Ecological	Common Stock (5,000 shares)		141	344	0.1%
				<b>141</b>	<b>344</b>	<b>0.1%</b>

Aircraft Fasteners International, LLC	California/Machinery	Revolving Line of Credit \$500 Commitment (9.50%, due 11/01/2012)(26),(27)					0.0%
		Senior Secured Term Loan (9.50%, due 11/01/2012)(3),(4)	4,870	4,870	4,339		0.7%
		Junior Secured Term Loan (12.00% plus 6.00% PIK, due 5/01/2013)(3)	5,262	5,262	4,954		0.7%
		Convertible Preferred Stock (32,500 units)		396	110		0.0%
			<b>10,528</b>	<b>9,403</b>			<b>1.4%</b>
American Gilsonite Company	Utah/Specialty Minerals	Senior Subordinated Note (12.00% plus 3.00% PIK, due 3/14/2013)(3)	14,783	14,783	14,931		2.3%
		Membership Interest Units in AGC/PEP, LLC (99.9999%)(16)		1,031	2,841		0.4%
				<b>15,814</b>	<b>17,772</b>		<b>2.7%</b>
Arrowhead General Insurance Agency, Inc.(17)	California/Insurance	Senior Secured Term Loan (8.50%, due 2/08/2013)	873	825	827		0.1%
		Junior Secured Term Loan (10.25% plus 2.50% PIK, due 2/08/2013)	6,138	4,886	4,872		0.8%
				<b>5,711</b>	<b>5,699</b>		<b>0.9%</b>

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	March 31, 2010		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Caleel + Hayden, LLC(15)	Colorado/Personal & Nondurable Consumer Products	Junior Secured Term Loan B (9.25%, due 11/10/2011)(4)	\$ 6,409	\$ 6,386	\$ 6,409	1.0%
		Senior Subordinated Debt (12.00% plus 4.50% PIK, due 11/10/2012)	6,250	5,808	6,250	1.0%
		Common Stock (7,500 shares)		351	773	0.1%
		Options in Mineral Fusion Natural Brands, LLC (11,662 options)				0.0%
					<b>12,545</b>	<b>13,432</b>
Castro Cheese Company, Inc.	Texas/Food Products	Subordinated Secured Note (11.00% plus 2.00% PIK, due 2/28/2013)(3)	7,654	7,551	7,807	1.2%
				<b>7,551</b>	<b>7,807</b>	<b>1.2%</b>
Copernicus Group	North Carolina/Healthcare	Revolving Line of Credit \$500 Commitment (10.00%, due 10/08/2013)(4),(26)	150	13		0.0%
		Senior Secured Term Loan A (10.00%, due 10/08/2013)(3),(4)	6,050 13,060	5,165 11,032	5,389 12,479	0.9% 1.9%

		Senior Subordinated Debt (10.00% plus 10.00% PIK, due 4/08/2014)				
		Preferred Stock Series A (1,000,000 shares)	67	148	0.0%	
		Preferred Stock Series C (212,121 shares)	212	229	0.0%	
			<b>16,489</b>	<b>18,245</b>	<b>2.8%</b>	
Custom Direct, Inc.(17)	Maryland/Printing & Publishing	First Lien Debt (3.06%, due 12/31/2013)(4)	1,601	1,177	1,601	0.2%
		Second Lien Debt (6.31%, due 12/31/2014)(4)	2,000	1,267	2,000	0.3%
			<b>2,444</b>	<b>3,601</b>	<b>0.5%</b>	
Deb Shops, Inc.(17)	Pennsylvania/Retail	Second Lien Debt (14.00% PIK, in non-accrual status effective 2/24/2009, due 10/23/2014)	16,961	14,606	2,449	0.4%
			<b>14,606</b>	<b>2,449</b>	<b>0.4%</b>	
Diamondback Operating, LP	Oklahoma/Oil & Gas Production	Net Profits Interest (15.00% payable on Equity distributions)(7)			308	0.1%
					<b>308</b>	<b>0.1%</b>

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				Cost	Fair Value(2)			
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>								
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>								
EXL Acquisition Corporation	South Carolina/Electronics	Revolving Line of Credit \$1,500 Commitment (3.56%, due 3/15/2012)(26),(27)		\$	\$	0.0%		
		Senior Secured Term Loan A (3.56% 5.50%, due 3/15/2011)(3),(4),(28)	\$ 1,348	1,156	1,095	0.2%		
		Senior Secured Term Loan B (3.81%, due 3/15/2012)(3),(4)	3,760	3,426	3,571	0.5%		
		Senior Secured Term Loan C (4.31%, due 3/15/2012)(3),(4)	2,319	2,135	2,224	0.3%		
		Senior Secured Term Loan D (12.00% plus 3.00% PIK, due 3/15/2012)(3)	5,550	5,615	5,550	0.9%		
		Common Stock Class A (2,475 shares)		509	530	0.1%		
		Common Stock Class B (25 shares)		306	315	0.1%		
				<b>13,147</b>	<b>13,285</b>	<b>2.1%</b>		
		Fairchild Industrial Products, Co.(2)	North Carolina/Electronics	Preferred Stock Class A (378 shares)		377	400	0.1%
				Common Stock Class B (28 shares)		211	200	0.0%
				<b>588</b>	<b>600</b>	<b>0.1%</b>		
H&M Oil & Gas, LLC	Texas/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00%	58,661	58,661	52,554	8.1%		

		PIK, due 9/30/2010) Net Profits Interest (8.00% payable on Equity distributions)(7)			563	0.1%
				<b>58,661</b>	<b>53,117</b>	<b>8.2%</b>
Hudson Products Holdings, Inc.(17)	Texas/Manufacturing	Senior Secured Term Loan (8.00%, due 8/24/2015)(3),(4)	7,388	6,733	6,839	1.0%
				<b>6,733</b>	<b>6,839</b>	<b>1.0%</b>
IEC Systems LP ( IEC ) /Advanced Rig Services LLC ( ARS	Texas/Oilfield Fabrication	IEC Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3),(4)	19,608	19,608	19,608	3.0%
		ARS Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3),(4)	11,775	11,775	11,775	1.8%
				<b>31,383</b>	<b>31,383</b>	<b>4.8%</b>
Impact Products, LLC	Ohio/Home & Office Furnishings, Housewares & Durable	Junior Secured Term Loan (6.25%, due 9/09/2012)(4)	8,800	7,757	8,492	1.3%
		Senior Subordinated Debt (10.00% plus 5.00% PIK, due 9/09/2012)	5,548	5,279	5,548	0.9%
				<b>13,036</b>	<b>14,040</b>	<b>2.2%</b>

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				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Label Corp Holdings, Inc.	Nebraska/Printing & Publishing	Senior Secured Term Loan (8.50%, due 8/08/2014)(3),(4)	\$ 5,823	\$ 5,222	\$ 5,284	0.8%
				<b>5,222</b>	<b>5,284</b>	<b>0.8%</b>
HC Holdings Corp.(17)	Florida/Healthcare	Revolving Line of Credit \$1,000 Commitment (4.31%, due 11/30/2012)(26),(27)				0.0%
		Senior Secured Term Loan A (4.31%, due 11/30/2012)(3),(4)	2,390	1,681	1,865	0.3%
		Senior Subordinated Debt (12.00% plus 2.50% PIK, due 5/31/2013)(3)	4,565	4,177	4,209	0.7%
		Membership Interest (125 units)		216	213	0.0%
				<b>6,074</b>	<b>6,287</b>	<b>1.0%</b>
Mac & Massey Holdings, LLC	Georgia/Food Products	Senior Subordinated Debt (10.00% plus 5.75% PIK, due 2/10/2013)	8,547	7,150	8,143	1.3%
		Membership Interest (250 units)		157	348	0.0%
				<b>7,307</b>	<b>8,491</b>	<b>1.3%</b>
Maverick Healthcare, LLC	Arizona/Healthcare	Second Lien Debt (12.50% plus 3.50% PIK, due	13,006	13,006	13,006	2.0%

		4/30/2014)(3)				
		Preferred Units				
		(1,250,000 units)		1,252	2,081	0.3%
		Common Units				
		(1,250,000 units)				0.0%
				<b>14,258</b>	<b>15,087</b>	<b>2.3%</b>
		Revolving Line of				
		Credit \$1,000				
		Commitment (4.25%,				
		due				
Northwestern Management	Florida/Healthcare	12/13/2012)(26),(27)				0.0%
Services, LLC		Senior Secured Term				
		Loan A (4.25%, due				
		12/13/2012)(3),(4)	4,534	3,638	3,513	0.5%
		Senior Secured Term				
		Loan B (4.75%, due				
		12/13/2012)(3),(4)	1,222	882	956	0.1%
		Subordinated Secured				
		Term Loan (12.00%				
		plus 3.00%, due				
		6/13/2013)(3)	2,949	2,418	2,415	0.4%
		Common Stock				
		(50 shares)		371	450	0.1%
				<b>7,309</b>	<b>7,334</b>	<b>1.1%</b>
		Junior Secured Term				
		Loan (9.00%, due				
		12/21/2012)(4)	11,150	11,150	9,156	1.4%
Prince Mineral Company, Inc.	New York/Metal Services	Senior Subordinated				
	and Minerals	Debt (13.00% plus				
		1.00%, due				
		7/21/2013)	12,198	1,327	10,402	1.6%
				<b>12,477</b>	<b>19,558</b>	<b>3.0%</b>
		Second Lien Debt				
		(7.75%, due				
Qualitest Pharmaceuticals, Inc.(17)	Alabama/Pharmaceuticals	4/30/2015)(3),(4)	12,000	11,954	12,000	1.9%
				<b>11,954</b>	<b>12,000</b>	<b>1.9%</b>

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				Cost	Fair Value(2)	
<b>LEVEL 3 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Regional Management Corp.	South Carolina/Financial Services	Second Lien Debt (12.00% plus 2.00% PIK, due 6/29/2012)(3)	\$ 25,814	\$ 25,814	\$ 25,124	3.9
				<b>25,814</b>	<b>25,124</b>	<b>3.9</b>
MO-M Corporation	Missouri/Manufacturing	Revolving Line of Credit \$1,750 Commitment (4.50%, due 2/08/2013)(26),(27)				0.0
		Senior Secured Term Loan A (4.50%, due 2/08/2013)(3),(4)	5,040	4,315	4,148	0.6
		Senior Secured Term Loan B (8.00%, due 5/08/2013)(3),(4)	8,272	8,272	7,633	1.2
		Senior Subordinated Debt (12.00% plus 3.00% PIK due 8/08/2013)(3)	7,336	7,000	6,217	1.0
				<b>19,587</b>	<b>17,998</b>	<b>2.8</b>
Peapack Foods, Inc.	Ohio/Food Products	Junior Secured Debt (12.00% plus 3.00% PIK, due 3/31/2016)	35,000	35,000	35,000	5.4
		Membership Interest Units in Mistral Chip Holdings, LLC (2,000 units)(18)		2,000	6,084	0.9
		Membership Interest Units in Mistral Chip Holdings, LLC 2 (595 units)(18)		1,322	1,810	0.3
				<b>38,322</b>	<b>42,894</b>	<b>6.6</b>
Weyerhaeuser Energy, LLC	Ohio/Oil & Gas Production		29,500	29,249	28,137	4.3

		Subordinated Secured Revolving Credit Facility (12.00%, due 12/01/2011)(3),(4) Overriding Royalty Interests(19)			2,727	0.4
				<b>29,249</b>	<b>30,864</b>	<b>4.7</b>
Zetto Group(17)	California/Healthcare	Subordinated Unsecured Note (12.00% plus 1.50% PIK, due 10/01/2016)(3)	15,376	15,245	15,838	2.4
				<b>15,245</b>	<b>15,838</b>	<b>2.4</b>
itek(17)	Pennsylvania/Technical Services	Second Lien Debt (13.08%, due 12/31/2013)(3),(4)	11,500	11,380	11,615	1.8
				<b>11,380</b>	<b>11,615</b>	<b>1.8</b>
nd River sources Corp. and nd River II Corp.	Utah/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00% default interest, in non-accrual status effective 12/01/2008, due 7/31/2010)(4) Net Profits Interest (5.00% payable on Equity distributions)(7)	15,000	15,000	10,410	1.6
				<b>15,000</b>	<b>10,410</b>	<b>1.6</b>
		<b>Total Non-Control/Non-Affiliate Investments (Level 3 Investments)</b>		<b>428,575</b>	<b>427,108</b>	<b>65.8</b>
		<b>Total Level 3 Portfolio Investments</b>		<b>673,666</b>	<b>695,271</b>	<b>107.1</b>

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				Cost	Fair Value(2)	
<b>LEVEL 2 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
LyondellBasell Industries N.V. ( Lyondell )(22)	The Netherlands/Chemical Company	Dutch Revolver (3.73%, due 1/29/2010)	\$ 33	\$ 29	\$ 26	0.0%
		Dutch Tr-A Term Loan (3.73%, due 1/29/2010)	73	65	57	0.0%
		German Tr-B1 Term Loan (3.98%, due 1/29/2010)	95	84	74	0.0%
		German Tr-B2 Term Loan (3.98%, due 1/29/2010)	95	84	74	0.0%
		German Tr-B3 Term Loan (3.98%, due 1/29/2010)	95	84	74	0.0%
		Primary Revolver (3.73%, due 1/29/2010)	123	110	97	0.0%
		US Tr-A Term Loan (3.73%, due 1/29/2010)	218	195	171	0.0%
		US Tr-B1 Term Loan (7.00%, due 1/29/2010)	410	366	322	0.1%
		US Tr-B2 Term Loan (7.00%, due 1/29/2010)	410	366	322	0.1%
		US Tr-B3 Term Loan (7.00%, due 1/29/2010)	410	366	322	0.1%
		<b>Total Non-Control/Non-Affiliate Investments (Level 2 Investments)</b>		<b>1,749</b>	<b>1,539</b>	<b>0.3%</b>
<b>LEVEL 1 PORTFOLIO INVESTMENTS:</b>						
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
Allied Defense Group, Inc.	Virginia/Aerospace & Defense	Common Stock (10,000 shares)		56	72	0.0%
				<b>56</b>	<b>72</b>	<b>0.0%</b>

Dover Saddlery, Inc.	Massachusetts/Retail	Common Stock (30,974 shares)	63	119	0.0%
			<b>63</b>	<b>119</b>	<b>0.0%</b>
		<b>Total Non-Control/Non-Affiliate Investments (Level 1 Investments)</b>	<b>119</b>	<b>191</b>	<b>0.0%</b>
		<b>Total Portfolio Investments</b>	<b>675,534</b>	<b>697,001</b>	<b>107.4%</b>
<b>SHORT TERM INVESTMENTS:</b>					
<b>Money Market Funds (Level 2 Investments)</b>					
Fidelity Institutional Money Market Funds		Government Portfolio (Class I)	12,370	12,370	1.9%
Fidelity Institutional Money Market Funds (Class I)(3)		Government Portfolio	6,639	6,639	1.0%
Victory Government Money Market Funds			4,002	4,002	0.6%
		<b>Total Money Market Funds</b>	<b>23,011</b>	<b>23,011</b>	<b>3.5%</b>
		<b>Total Investments</b>	<b>698,545</b>	<b>720,012</b>	<b>110.9%</b>

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	June 30, 2009		% of Net Assets
				Cost	Fair Value(2)	
<b>LEVEL 3 INVESTMENTS:</b>						
<b>Control Investments (25.00% or greater of voting control)</b>						
Ajax Rolled Ring & Machine, Inc.	South Carolina/Manufacturing	Senior Secured Note Tranche A (10.50%, due 4/01/2013)(3),(4)	\$ 21,487	\$ 21,487	\$ 21,487	4.0%
		Subordinated Secured Note Tranche B (11.50% plus 6.00% PIK, due 4/01/2013)(3),(4)	11,675	11,675	10,151	1.9%
		Convertible Preferred Stock Series A (6,143 shares)		6,057		0.0%
		Unrestricted Common Stock (6 shares)				0.0%
				<b>39,219</b>	<b>31,638</b>	<b>5.9%</b>
C&J Cladding LLC	Texas/Metal Services and Minerals	Senior Secured Note (14.00%, due 3/30/2012)(3),(4)	3,150	2,722	3,308	0.6%
		Warrants (400 warrants, expiring 3/30/2014)		580	3,825	0.7%
				<b>3,302</b>	<b>7,133</b>	<b>1.3%</b>
Change Clean Energy Holdings, Inc. ( CCEHI )(5)	Maine/Biomass Power	Common Stock (1,000 shares)		2,530	2,530	0.5%
				<b>2,530</b>	<b>2,530</b>	<b>0.5%</b>

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Gas Solutions Holdings, Inc.(8)	Texas/Gas Gathering and Processing	Senior Secured Note (18.00%, due 12/22/2018)(3)	25,000	25,000	25,000	4.7%
		Junior Secured Note (18.00%, due 12/23/2018)(3)	5,000	5,000	5,000	0.9%
		Common Stock (100 shares)(3)		5,003	55,187	10.4%
				<b>35,003</b>	<b>85,187</b>	<b>16.0%</b>
Integrated Contract Services, Inc.(9)	North Carolina/Contracting	Senior Demand Note (15.00%, due 6/30/2009)(10)	1,170	1,170	1,170	0.2%
		Senior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	800	800	800	0.1%
		Junior Secured Note (7.00% plus 7.00% PIK plus 6.00% default interest, in non-accrual status effective 10/09/2007, past due)	14,003	14,003	3,030	0.6%
		Preferred Stock Series A (10 shares)				0.0%
		Common Stock (49 shares)		679		0.0%
		<b>16,652</b>	<b>5,000</b>	<b>0.9%</b>		
Iron Horse Coiled Tubing, Inc.	Alberta, Canada/Production Services	Bridge Loan (15.00% plus 3.00% PIK, due 12/31/2009)	9,826	9,826	9,602	1.8%
		Senior Secured Note (15.00%, due 12/31/2009)	9,250	9,250	3,004	0.6%

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	Common Stock (1,781 shares)		268		0.0%
			<b>19,344</b>	<b>12,606</b>	<b>2.4%</b>
NRG Manufacturing, Texas/Manufacturing Inc.	Senior Secured Note (16.50%, due 8/31/2011)(3),(4)	13,080	13,080	13,080	2.5%
	Common Stock (800 shares)		2,317	19,294	3.6%
			<b>15,397</b>	<b>32,374</b>	<b>6.1%</b>

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	June 30, 2009		% of Net Assets		
				Cost	Fair Value(2)			
R-V Industries, Inc.	Pennsylvania/Manufacturing	Warrants (200,000 warrants, expiring 6/30/2017)		1,682	4,500	0.8%		
				Common Stock (545,107 shares)	5,086	12,267	2.3%	
					<b>6,768</b>	<b>16,767</b>	<b>3.1%</b>	
Yatesville Coal Holdings, Inc.(11)	Kentucky/Mining, Steel, Iron and Non-Precious Metals and Coal Production	Senior Secured Note (15.72%, in non-accrual status effective 1/01/2009, due 12/31/2010)(4)	\$ 10,000	\$ 10,000	\$ 10,000	1.9%		
				Junior Secured Note (15.72%, in non-accrual status effective 1/01/2009, due 12/31/2010)(4)	38,463	38,463	3,097	0.6%
					Common Stock (1,000 shares)		427	
				<b>48,890</b>	<b>13,097</b>	<b>2.5%</b>		
<b>Total Control Investments</b>				<b>187,105</b>	<b>206,332</b>	<b>38.7%</b>		
<b>Affiliate Investments (5.00% to 24.99% voting control)</b>								
Appalachian Energy Holdings LLC(21)	West Virginia/Construction Services	Senior Secured Debt Tranche A (14.00% plus 3.00% PIK plus 3.00% default interest, in non-accrual status effective 11/01/2008, due	1,997	1,891	2,052	0.4%		

		1/31/2011)				
		Senior Secured				
		Debt Tranche B				
		(14.00% plus				
		3.00% PIK plus				
		3.00% default				
		interest, in				
		non-accrual status				
		effective				
		11/01/2008,				
		past due)	2,050	1,955	356	0.1%
		Preferred Stock				
		Series A (200 units)		82		0.0%
		Preferred Stock				
		Series B (241 units)		241		0.0%
		Preferred Stock				
		Series C (500 units)		500		0.0%
		Warrants (6,065				
		warrants, expiring				
		2/13/2016)		176		0.0%
		Warrants (6,025				
		warrants, expiring				
		6/17/2018)		172		0.0%
		Warrants (25,000				
		warrants, expiring				
		11/30/2018)				0.0%
				<b>5,017</b>	<b>2,408</b>	<b>0.5%</b>
Biotronic NeuroNetwork(17)	Michigan/Healthcare	Senior Secured				
		Note (11.50% plus				
		1.00% PIK, due				
		2/21/2013)(3),(4)	26,227	26,227	27,007	5.1%
		Preferred Stock				
		(9,925 shares)(13)		2,300	2,839	0.5%
				<b>28,527</b>	<b>29,846</b>	<b>5.6%</b>
<b>Total Affiliate Investments</b>				<b>33,544</b>	<b>32,254</b>	<b>6.1%</b>
<b>Non-control/Non-affiliate Investments (less than 5.00% of voting control)</b>						
American Gilsonite Company	Utah/Specialty Minerals	Senior				
		Subordinated Note				
		(12.00% plus				
		3.00% PIK, due				
		3/14/2013)(3)	14,783	14,783	15,073	2.8%
		Membership				
		Interest Units in				
		AGC/PEP, LLC				
		(99.9999%)(16)		1,031	3,851	0.7%

			<b>15,814</b>	<b>18,924</b>	<b>3.5%</b>
Castro Cheese Company, Inc.	Texas/Food Products	Junior Secured Note (11.00% plus 2.00% PIK, due 2/28/2013)(3)	7,538	7,413	7,637
				<b>7,413</b>	<b>7,637</b>
					<b>1.4%</b>
					<b>1.4%</b>

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Portfolio Company	Locale/Industry	Investments(1)	Principal Value	June 30, 2009		% of Net Assets
				Cost	Fair Value(2)	
Conquest Cherokee, LLC(6)	Tennessee/Oil & Gas Production	Senior Secured Note (13.00% plus 4.00% default interest, in non-accrual status effective 4/01/2009, past due)(4) Overriding Royalty Interests(19)	10,200	10,191	6,855	1.3%
					565	0.1%
				<b>10,191</b>	<b>7,420</b>	<b>1.4%</b>
Deb Shops, Inc.(17)	Pennsylvania/Retail	Second Lien Debt (8.67%, due 10/23/2014)	15,000	14,623	6,272	1.2%
				<b>14,623</b>	<b>6,272</b>	<b>1.2%</b>
Diamondback Operating, LP	Oklahoma/Oil & Gas Production	Net Profits Interest (15.00% payable on Equity distributions)(7)			458	0.1%
					<b>458</b>	<b>0.1%</b>
Freedom Marine Services LLC	Louisiana/Shipping Vessels	Subordinated Secured Note (12.00% plus 4.00% PIK, due 12/31/2011)(3) Net Profits Interest (22.50% payable on Equity distributions)(3),(7)	\$ 7,234	\$ 7,160	\$ 7,152	1.4%
					229	0.0%
				<b>7,160</b>	<b>7,381</b>	<b>1.4%</b>

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H&M Oil & Gas, LLC	Texas/Oil & Gas Production	Senior Secured Note (13.00%, due 6/30/2010)(3)	49,688	49,688	49,697	9.3%
		Net Profits Interest (8.00% payable on Equity distributions)(3),(7)			1,682	0.3%
				<b>49,688</b>	<b>51,379</b>	<b>9.6%</b>
IEC Systems LP ( IEC ) /Advanced Rig Services LLC ( ARS )	Texas/Oilfield Fabrication	IEC Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3),(4)	21,411	21,411	21,839	4.1%
		ARS Senior Secured Note (12.00% plus 3.00% PIK, due 11/20/2012)(3),(4)	12,836	12,836	13,092	2.5%
				<b>34,247</b>	<b>34,931</b>	<b>6.6%</b>
Maverick Healthcare, LLC	Arizona/Healthcare	Second Lien Debt (12.00% plus 1.50% PIK, due 4/30/2014)(3)	12,691	12,691	12,816	2.4%
		Preferred Units (1,250,000 units)		1,252	1,300	0.2%
		Common Units (1,250,000 units)				0.0%
				<b>13,943</b>	<b>14,116</b>	<b>2.6%</b>
Miller Petroleum, Inc.	Tennessee/Oil & Gas Production	Warrants, Common Stock (1,935,523 warrants, expiring 5/04/2010 to 6/30/2014)(14)		150	241	0.1%
				150	241	0.1%
Peerless Manufacturing	Texas/Manufacturing	Subordinated Secured Note (11.50% plus 3.50% PIK, due 4/29/2013)(3)	20,000	20,000	20,400	3.8%
				<b>20,000</b>	<b>20,400</b>	<b>3.8%</b>
Qualitest Pharmaceuticals,	Alabama/Pharmaceuticals	Second Lien Debt (8.10%, due	12,000	11,949	11,452	2.2%

Inc.(17)		4/30/2015)(3),(4)				
					<b>11,949</b>	<b>11,452</b> <b>2.2%</b>
Regional Management Corp.	South Carolina/Financial Services	Second Lien Debt (12.00% plus 2.00% PIK, due 6/29/2012)(3)	25,424	25,424	23,073	4.3%
					<b>25,424</b>	<b>23,073</b> <b>4.3%</b>

See notes to consolidated financial statements.

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)****March 31, 2010 and June 30, 2009****(In thousands, except share data)**

Portfolio Company	Locale/Industry	Investments(1)	Principal Value	June 30, 2009		% of Net Assets
				Cost	Fair Value(2)	
Resco Products, Inc.	Pennsylvania/Manufacturing	Second Lien Debt (8.67%, due 6/22/2014)(3),(4)	9,750	9,594	9,750	1.8%
				<b>9,594</b>	<b>9,750</b>	<b>1.8%</b>
Shearer's Foods, Inc.	Ohio/Food Products	Second Lien Debt (14.00%, due 10/31/2013)(3) Membership Interest Units in Mistral Chip Holdings, LLC (2,000 units)(18)	18,000	18,000	18,360	3.5%
				2,000	3,419	0.6%
				<b>20,000</b>	<b>21,779</b>	<b>4.1%</b>
Stryker Energy, LLC	Ohio/Oil & Gas Production	Subordinated Secured Revolving Credit Facility (12.00%, due 12/01/2011)(3),(4) Overriding Royalty Interests(19)	29,500	29,154	29,554	5.5%
					2,918	0.6%
				<b>29,154</b>	<b>32,472</b>	<b>6.1%</b>
TriZetto Group(17)	California/Healthcare	Subordinated Unsecured Note (12.00% plus 1.50% PIK, due 10/01/2016)(3)	15,205	15,065	16,331	3.1%
				<b>15,065</b>	<b>16,331</b>	<b>3.1%</b>
Unitek(17)	Pennsylvania/Technical Services(4)	Second Lien Debt (13.08%, due	\$ 11,500	\$ 11,360	\$ 11,730	2.2%

12/31/2013)(3),

			<b>11,360</b>	<b>11,730</b>	<b>2.2%</b>	
Wind River Resources Corp. and Wind River II Corp.	Utah/Oil & Gas Production	Senior Secured Note (13.00% plus 3.00% default interest, in non-accrual status effective 12/01/2008, due 7/31/2010)(4)	15,000	15,000	12,644	2.4%
		Net Profits Interest (5.00% payable on Equity distributions)(7)			192	0.0%
			<b>15,000</b>	<b>12,836</b>	<b>2.4%</b>	
<b>Total Non-Control/Non-Affiliate Investments</b>			<b>310,775</b>	<b>308,582</b>	<b>57.9%</b>	
<b>Total Level 3 Portfolio Investments</b>			<b>531,424</b>	<b>547,168</b>	<b>102.7%</b>	
<b>LEVEL 2 INVESTMENTS:</b>						
<b>Money Market Funds</b>						
		Fidelity Institutional Money Market Funds -- Government Portfolio (Class I)	94,753	94,753	17.8%	
		Fidelity Institutional Money Market Funds -- Government Portfolio (Class I)(3)	3,982	3,982	0.7%	
<b>Total Money Market Funds (Level 2 Investments)</b>			<b>98,735</b>	<b>98,735</b>	<b>18.5%</b>	
<b>Total Investments</b>			<b>630,159</b>	<b>645,903</b>	<b>121.2%</b>	

See notes to consolidated financial statements.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)**

**March 31, 2010 and June 30, 2009**

**(in thousands, except share data)**

**Endnote Explanations for the Consolidated Schedule of Investments as of March 31, 2010 and June 30, 2009**

- (1) The securities in which Prospect Capital Corporation ( we , us or our ) has invested were acquired in transactions that were exempt from registration under the Securities Act of 1933, as amended, or the Securities Act. These securities may be resold only in transactions that are exempt from registration under the Securities Act.
- (2) Fair value is determined by or under the direction of our Board of Directors. As of March 31, 2010, two of our portfolio investments, Allied Defense Group, Inc. and Dover Saddlery, Inc., were publicly traded and classified as Level 1 within the valuation hierarchy established by Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). One of our portfolio investments, Lyondell, classified as Level 2 within the valuation hierarchy established by ASC 820. As of March 31, 2010 and June 30, 2009, the fair value of our remaining portfolio investments was determined using significant unobservable inputs. ASC 820 classifies such inputs used to measure fair value as Level 3 within the valuation hierarchy. Our investments in money market funds are classified as Level 2. See Note 3 and Note 4 within the accompanying consolidated financial statements for further discussion.
- (3) Security, or portion thereof, is held as collateral for the revolving credit facility (see Note 10). The market values of these investments at March 31, 2010 and June 30, 2009 were \$437,159 and \$434,069, respectively; they represent 60.7% and 67.2% of total investments at fair value, respectively.
- (4) Security, or portion thereof, has a floating interest rate. Stated interest rate was in effect at March 31, 2010 and June 30, 2009.
- (5) There are several entities involved in the Biomass investment. We own 100 shares of common stock in Worcester Energy Holdings, Inc. ( WEHI ), representing 100% of the issued and outstanding common stock. WEHI, in turn, owns 51 membership certificates in Biochips LLC ( Biochips ), which represents a 51% ownership stake.

We own 282 shares of common stock in Worcester Energy Co., Inc. ( WECO ), which represents 51% of the issued and outstanding common stock. We own directly 1,665 shares of common stock in Change Clean Energy Inc. ( CCEI ), f/k/a Worcester Energy Partners, Inc., which represents 51% of the issued and outstanding common stock and the remaining 49% is owned by WECO. CCEI owns 100 shares of common stock in Precision Logging and Landclearing, Inc. ( Precision ), which represents 100% of the issued and outstanding common stock.

During the quarter ended March 31, 2009, we created two new entities in anticipation of the foreclosure proceedings against the co-borrowers (WECO, CCEI and Biochips) Change Clean Energy Holdings, Inc. ( CCEHI ) and DownEast Power Company, LLC ( DEPC ). We own 1,000 shares of CCEHI, representing 100% of the issued and outstanding stock, which in turn, owns a 100% of the membership interests in DEPC.

On March 11, 2009, we foreclosed on the assets formerly held by CCEI and Biochips with a successful credit bid of \$6,000 to acquire the assets. The assets were subsequently assigned to DEPC. WECO, CCEI and Biochips are joint borrowers on the term note issued to Prospect Capital. Effective July 1, 2008, this loan was placed on non-accrual status.

Biochips, WECO, CCEI, Precision and WEHI currently have no material operations and no significant assets. As of June 30, 2009, our Board of Directors assessed a fair value of \$0 for all of these equity positions and the loan position. We determined that the impairment of both CCEI and CCEHI as of June 30, 2009 was other than temporary and recorded a realized loss for the amount that the amortized cost exceeds the fair value at June 30, 2009. Our Board of Directors set the value of the remaining CCEHI investment at \$1,928 and \$2,530 as of March 31, 2010 and June 30, 2009, respectively.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)**

**March 31, 2010 and June 30, 2009**

**(in thousands, except share data) (Continued)**

**Endnote Explanations for the Consolidated Schedule of Investments as of March 31, 2010 and June 30, 2009  
(Continued)**

- (6) During the three months ended December 31, 2009, we created two new entities, Coalbed Inc. and Coalbed LLC, to foreclose on the outstanding senior secured loan and assigned rights and interests of Conquest Cherokee, LLC ( Conquest ), as a result of the deterioration of Conquest's financial performance and inability to service debt payments. We own 1,000 shares of common stock in Coalbed Inc., representing 100% of the issued and outstanding common stock. Coalbed Inc., in turn owns 100% of the membership interest in Coalbed LLC.

On October 21, 2009, Coalbed LLC foreclosed on the loan formerly made to Conquest. On January 19, 2010, as part of the Manx rollup, the Coalbed LLC assets and loan was assigned to Manx, the holding company (refer to footnote 12). As of March 31, 2010, our Board of Directors assessed a fair value of \$2,547 for the loan position in Coalbed LLC.

- (7) In addition to the stated returns, the net profits interest held will be realized upon sale of the borrower or a sale of the interests.
- (8) Gas Solutions Holdings, Inc. is a wholly-owned investment of us.
- (9) Entity was formed as a result of the debt restructuring of ESA Environmental Specialist, Inc. In early 2009, we foreclosed on the two loans on non-accrual status and purchased the underlying personal and real property. We own 1,000 shares of common stock in The Healing Staff ( THS ), f/k/a Lisamarie Fallon, Inc. representing 100% ownership. We own 1,500 shares of Vets Securing America, Inc. ( VSA ), representing 100% ownership. VSA is a holding company for the real property of Integrated Contract Services, Inc. ( ICS ) purchased during the foreclosure process.
- (10) Loan is with THS an affiliate of ICS.
- (11) On June 30, 2008, we consolidated our holdings in four coal companies into Yatesville Coal Holdings, Inc. ( Yatesville ), and consolidated the operations under one management team. As part of the transaction, the debt that we held of C&A Construction, Inc. ( C&A ), Genesis Coal Corp. ( Genesis ), North Fork Collieries LLC ( North Fork ) and Unity Virginia Holdings LLC ( Unity ) were exchanged for newly issued debt from Yatesville, and our ownership interests in C&A, E&L Construction, Inc. ( E&L ), Whymore Coal Company Inc. ( Whymore ) and North Fork were exchanged for 100% of the equity of Yatesville. This reorganization allows for a better utilization of the assets in the consolidated group.

At March 31, 2010 and at June 30, 2009, Yatesville owned 100% of the membership interest of North Fork. In addition, Yatesville held a \$9,325 and \$8,062, respectively, note receivable from North Fork as of those two respective dates.

At March 31, 2010 and at June 30, 2009, we owned 96% and 87%, respectively, of the common stock of Genesis and held a note receivable of \$20,897 and \$20,802, respectively, as of those two respective dates.

Yatesville held a note receivable of \$4,261 from Unity at March 31, 2010 and at June 30, 2009.

There are several entities involved in Yatesville's investment in Whymore at June 30, 2009. As of June 30, 2009, Yatesville owned 10,000 shares of common stock or 100% of the equity and held a \$14,973 senior secured debt receivable from C&A, which owns the equipment. Yatesville owned 10,000 shares of common stock or 100% of the equity of E&L, which leases the equipment from C&A, employs the workers, is listed as the operator with the Commonwealth of Kentucky, mines the coal, receives revenues and pays all operating expenses.

Yatesville owned 4,900 shares of common stock or 49% of the equity of Whymore, which applies for and holds permits on behalf of E&L. Yatesville also owned 4,285 Series A convertible preferred shares in each of

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)**

**March 31, 2010 and June 30, 2009**

**(in thousands, except share data) (Continued)**

**Endnote Explanations for the Consolidated Schedule of Investments as of March 31, 2010 and June 30, 2009  
(Continued)**

C&A, E&L and Whymore. Whymore and E&L are guarantors under the C&A credit agreement with Yatesville.

In August 2009, Yatesville sold its 49% ownership interest in the common shares of Whymore to the 51% holder of the Whymore common shares ( Whymore Purchaser ). All reclamation liability was transferred to the Whymore Purchaser. In September 2009, Yatesville completed an auction for all of its equipment. Yatesville currently has no material operations. As of March 31, 2010, our Board of Directors determined that the impairment of Yatesville was other than temporary and we recorded a realized loss for the amount that the amortized cost exceeds the fair value. Our Board of Directors set the value of the remaining Yatesville investment at \$1,035 as of March 31, 2010.

- (12) On January 19, 2010, we modified the terms of our senior secured debt in AEH and Coalbed in conjunction with the formation of Manx Energy, a new entity consisting in the assets of AEH, Coalbed and Kinley Exploration. The assets of the three companies were brought under new common management. We funded \$2,800 at closing to Manx to provide for working capital. A portion of our loans to AEH and Coalbed was exchanged for Manx preferred equity, while our AEH equity interest was converted into Manx common stock. There was no change to fair value at the time of restructuring, and we continue to fully reserve any income accrued for Manx.
- (13) On a fully diluted basis represents, 11.677% of voting common shares.
- (14) Total common shares outstanding of 27,145,539 as of March 9, 2010 from Miller Petroleum, Inc. 's Quarterly Report on Form 10-Q filed on March 22, 2010 as applicable to our March 31, 2010 reporting date. Total common shares outstanding of 15,811,856 as of March 11, 2009 from Miller 's Quarterly Report on Form 10-Q filed on March 16, 2009.
- (15) A portion of the positions listed were issued by an affiliate of the portfolio company.
- (16) We own 99.9999% of AGC/PEP, LLC. AGC/PEP, LLC owns 2,038 out of a total of 83,639 shares (including 4,932 vested and unvested management options) of American Gilsonite Holding Company which owns 100% of American Gilsonite Company.
- (17) Syndicated investment which had been originated by another financial institution and broadly distributed.
- (18) At March 31, 2010, Mistral Chip Holdings, LLC owns 44,800 shares of Chip Holdings, Inc. and Mistral Chip Holdings 2, LLC owns 11,975 shares in Chip Holdings, Inc. Chip Holdings, Inc. is the parent company of Shearer 's Foods, Inc. and has 67,936 shares outstanding before adjusting for management options.
- At June 30, 2009, Mistral Chip Holdings, LLC owns 44,800 shares out of 50,650 total shares outstanding of Chip Holdings, Inc., before adjusting for management options.

- (19) The overriding royalty interests held receive payments at the stated rates based upon operations of the borrower.
- (20) On December 31, 2009, we sold our investment in Aylward Enterprises, LLC. AWCNC, LLC is the remaining holding company with zero assets and our remaining outstanding debt has no value of March 31, 2010.
- (21) There are several entities involved in the Appalachian Energy Holdings LLC ( AEH ) investment. We own warrants, the exercise of which will permit us to purchase 37,090 Class A common units of AEH at a nominal cost and in near-immediate fashion. We own 200 units of Series A preferred equity, 241 units of Series B preferred equity, and 500 units of Series C preferred equity of AEH. The senior secured notes are with C&S Operating LLC and East Cumberland L.L.C., both operating companies owned by AEH.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)**

**March 31, 2010 and June 30, 2009**

**(in thousands, except share data) (Continued)**

**Endnote Explanations for the Consolidated Schedule of Investments as of March 31, 2010 and June 30, 2009  
(Continued)**

- (22) We own warrants to purchase 33,750 shares of common stock in Metal Buildings Holding Corporation ( Metal Buildings ), the former holding company of Borga, Inc. Metal Buildings Holding Corporation owned 100% of Borga, Inc. On March 8, 2010, we foreclosed on the stock in Borga, Inc. that was held by Metal Buildings, obtaining 100% ownership of Borga, Inc.
- (23) We own 100% of C&J Cladding Holding Company, Inc., which owns 40% of the membership interests in C&J Cladding, LLC.
- (24) On January 1, 2010, we restructured our senior secured and bridge loans investment in Iron Horse Coiled Tubing, Inc. ( Iron Horse ) and we reorganized Iron Horse s management structure. The senior secured loan and bridge loan were replaced with three new tranches of senior secured debt. From June 30, 2010 to March 31, 2010, our total ownership of Iron Horse decreased from 80.0% to 70.4%, respectively.
- As of March 31, 2010 and June 30, 2009, our Board of Directors assessed a fair value in Iron Horse of \$12,325 and \$12,606, respectively.
- (25) We own 2,800,000 units in Class A Membership Interests and 372,094 units in Class A-1 Membership Interests.
- (26) Undrawn committed revolvers incur a 0.50% commitment fee.
- (27) Stated interest rates are based on March 31, 2010 one month LIBOR rates plus applicable spreads based on the respective credit agreements. Interest rates are subject to change based on actual elections by the borrower for a LIBOR rate contract or Base Rate contract when drawing on the revolver.
- (28) Position is split into two LIBOR contracts and one Base Rate loan with different interest rates. As of March 31, 2010, the 3-month \$325 principal LIBOR contract yields 3.56%, the 6-month \$1,000 LIBOR contract yields 3.69% and the \$22 principal Base Rate contract yields 5.50%.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2010**

**(Unaudited)**

**(In thousands, except share and per share data)**

**Note 1. Organization**

References herein to we, us or our refer to Prospect Capital Corporation ( Prospect ) and its subsidiary unless the context specifically requires otherwise.

We were formerly known as Prospect Energy Corporation, a Maryland corporation. We were organized on April 13, 2004 and were funded in an initial public offering ( IPO ), completed on July 27, 2004. We are a closed-end investment company that has filed an election to be treated as a Business Development Company ( BDC ), under the Investment Company Act of 1940 (the 1940 Act ). As a BDC, we have qualified and have elected to be treated as a regulated investment company ( RIC ), under Subchapter M of the Internal Revenue Code. We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, project financings, recapitalizations, and other purposes.

On May 15, 2007, we formed a wholly-owned subsidiary, Prospect Capital Funding, LLC, a Delaware limited liability company, for the purpose of holding certain of our loan investments in the portfolio which are used as collateral for our credit facility.

**Note 2. Patriot Acquisition**

On December 2, 2009, we acquired the outstanding shares of Patriot Capital Funding, Inc. ( Patriot ) common stock for \$201,083. Under the terms of the merger agreement, Patriot common shareholders received 0.363992 shares of our common stock for each share of Patriot common stock, resulting in 8,444,068 shares of common stock being issued by us. In connection with the transaction, we repaid all the outstanding borrowings of Patriot, in compliance with the merger agreement.

On December 2, 2009, Patriot made a final dividend payment equal to its undistributed net ordinary income and capital gains of \$0.38 per share. In accordance with a recent IRS revenue procedure, the dividend was paid 10% in cash and 90% in newly issued shares of Patriot's common stock. The exchange ratio was adjusted to give effect to the final income distribution.

The merger has been accounted for as an acquisition of Patriot by Prospect in accordance with acquisition method of accounting as detailed in Accounting Standards Codification ( ASC ) 805, *Business Combinations* ( ASC 805 ). The fair value of the consideration paid was allocated to the assets acquired and liabilities assumed based on their fair values as of the date of acquisition. As described in more detail in ASC 805, goodwill, if any, would have been recognized as of the acquisition date, if the consideration transferred exceeded the fair value of identifiable net assets acquired. As of the acquisition date, the fair value of the identifiable net assets acquired exceeded the fair value of the consideration transferred, and we recognized the excess as a gain. A gain of \$5,714 was recorded by Prospect in the quarter ended December 31, 2009 related to the acquisition of Patriot. The acquisition of Patriot was negotiated in July 2009 with the purchase agreement being signed on August 3, 2009. Between July 2009 and December 2, 2009, our valuation of certain of the investments acquired from Patriot increased due to market improvement, which resulted in the recognition of the gain at closing.



**Table of Contents****PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Preliminary Purchase Price Allocation*

The purchase price has been allocated to the assets acquired and the liabilities assumed based on their estimated fair values as summarized in the following table:

Cash (to repay Patriot debt)	\$ 107,313
Cash (to fund purchase of restricted stock from former Patriot employees)	970
Common stock issued(1)	92,800
 Total purchase price	 201,083
 Assets acquired:	
Investments(2)	207,126
Cash and cash equivalents	1,697
Other assets	3,859
 Assets acquired	 212,682
Other liabilities assumed	(5,885)
 Net assets acquired	 206,797
 Preliminary gain on Patriot acquisition(3)	 \$ 5,714

- (1) The value of the shares of common stock exchanged with the Patriot common shareholders was based upon the closing price of our common stock on December 2, 2009, the price immediately prior to the closing of the transaction.
- (2) The fair value of Patriot's investments were determined by the Board of Directors in conjunction with an independent valuation agent. This valuation resulted in a purchase price which was \$98,150 below the amortized cost of such investments. For those assets which are performing, Prospect will record the accretion to par value in interest income over the remaining term of the investment.
- (3) The preliminary gain has been determined based upon the estimated value of certain liabilities which are not yet settled. Any changes to such accruals will be recoded in future periods as an adjustment to such gain. We do not believe such adjustments will be material.

*Preliminary Condensed Statement of Net Assets Acquired*

The following condensed statement of net assets acquired reflects the preliminary values assigned to Patriot's net assets as of the acquisition date, December 2, 2009.

Investment securities	\$ 207,126
Cash and cash equivalents	1,697
Other assets	3,859
Total assets	212,682
Other liabilities	(5,885)
Preliminary fair value of net assets acquired	\$ 206,797

The following unaudited pro forma condensed combined financial information does not purport to be indicative of actual financial position or results of our operations had the Patriot acquisition actually been consummated at the beginning of each period presented. Certain one-time charges have been eliminated. The pro forma adjustments reflecting the allocation of the purchase price of Patriot and the gain of \$5,714 recognized on the Patriot Acquisition have been eliminated from all periods presented. Management expects to realize net

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Table of Contents**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

operating synergies from this transaction. The pro forma condensed combined financial information does not reflect the potential impact of these synergies and does not reflect any impact of additional accretion which would have been recognized on the transaction, except for that which was recorded after the transaction was consummated on December 2, 2009.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>March 31,</b>		<b>March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Total Investment Income	\$ 32,005	\$ 29,204	\$ 90,022	\$ 107,616
Net Investment Income	18,974	15,321	48,899	60,245
Net Increase (Decrease) in Net Assets Resulting from Operations	25,940	3,357	(2,465)	3,567
Net Increase (Decrease) in Net Assets Resulting from Operations per share	0.41	0.06	(0.40)	0.07

**Note 3. Significant Accounting Policies**

The following are significant accounting policies consistently applied by us:

*Basis of Presentation*

The accompanying interim financial statements, which are not audited, have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 6 and 10 of Regulation S-X, as appropriate.

*Use of Estimates*

The preparation of GAAP financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reported period. Changes in the economic environment, financial markets, creditworthiness of our portfolio companies and any other parameters used in determining these estimates could cause actual results to differ, and these differences could be material.

*Basis of Consolidation*

Under the 1940 Act rules, the regulations pursuant to Article 6 of Regulation S-X and the American Institute of Certified Public Accountants Audit and Accounting Guide for Investment Companies, we are precluded from consolidating any entity other than another investment company or an operating company which provides substantially all of its services and benefits to us. Our financial statements include our accounts and the accounts of Prospect Capital Funding, LLC, our only wholly-owned, closely-managed subsidiary that is also an investment company. All intercompany balances and transactions have been eliminated in consolidation.

*Investment Classification*

We are a non-diversified company within the meaning of the 1940 Act. We classify our investments by level of control. As defined in the 1940 Act, control investments are those where there is the ability or power to exercise a controlling influence over the management or policies of a company. Control is generally deemed to exist when a company or individual possesses or has the right to acquire within 60 days or less, a beneficial ownership of 25% or more of the voting securities of an investee company. Affiliated investments and affiliated companies are defined by a lesser degree of influence and are deemed to exist through the possession outright or via the right to acquire within 60 days or less, beneficial ownership of 5% or more of the outstanding voting securities of another person.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Investments are recognized when we assume an obligation to acquire a financial instrument and assume the risks for gains or losses related to that instrument. Investments are derecognized when we assume an obligation to sell a financial instrument and forego the risks for gains or losses related to that instrument. Specifically, we record all security transactions on a trade date basis. Investments in other, non-security financial instruments are recorded on the basis of subscription date or redemption date, as applicable. Amounts for investments recognized or derecognized but not yet settled are reported as receivables for investments sold and payables for investments purchased, respectively, in the Consolidated Statements of Assets and Liabilities.

*Investment Risks*

The Company's investments are subject to a variety of risks. Those risks include the following:

*Market Risk*

Market risk represents the potential loss that can be caused by a change in the fair value of the financial instrument.

*Credit Risk*

Credit risk represents the risk that the Company would incur if the counterparties failed to perform pursuant to the terms of their agreements with the Company.

*Liquidity Risk*

Liquidity risk represents the possibility that the Company may not be able to rapidly adjust the size of its positions in times of high volatility and financial stress at a reasonable price.

*Interest Rate Risk*

Interest rate risk represents a change in interest rates, which could result in an adverse change in the fair value of an interest-bearing financial instrument.

*Prepayment Risk*

Most of the Company's debt investments allow for prepayment of principal without penalty. Downward changes in interest rates may cause prepayments to occur at a faster than expected rate, thereby effectively shortening the maturity of the security and making the security less likely to be an income producing instrument.

*Investment Valuation*

Our Board of Directors has established procedures for the valuation of our investment portfolio. These procedures are detailed below.

Investments for which market quotations are readily available are valued at such market quotations.

For most of our investments, market quotations are not available. With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board of Directors has approved a multi-step valuation process each quarter, as described below:

- 1) Each portfolio company or investment is reviewed by our investment professionals with the independent valuation firm;
- 2) the independent valuation firm engaged by our Board of Directors conducts independent appraisals and makes their own independent assessment;

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

- 3) the audit committee of our Board of Directors reviews and discusses the preliminary valuation of our Investment Adviser and that of the independent valuation firm; and
- 4) the Board of Directors discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of our Investment Adviser, the respective independent valuation firm and the audit committee.

Investments are valued utilizing a market approach, an income approach, or both approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present value amount (discounted) calculated based on an appropriate discount rate. The measurement is based on the net present value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that we may take into account in fair value pricing our investments include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company's ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, M&A comparables, the principal market and enterprise values, among other factors.

In September 2006, the Financial Accounting Standards Board ( FASB ) issued ASC 820, *Fair Value Measurements and Disclosures* ( ASC 820 ). ASC 820 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. We adopted ASC 820 on a prospective basis beginning in the quarter ended September 30, 2008.

ASC 820 classifies the inputs used to measure these fair values into the following hierarchy:

**Level 1:** Quoted prices in active markets for identical assets or liabilities, accessible by us at the measurement date.

**Level 2:** Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

**Level 3:** Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment. The changes to GAAP from the application of ASC 820 relate to the definition of fair value, framework for measuring fair value, and the expanded disclosures about fair value measurements. ASC 820 applies to fair value measurements already required or permitted by other standards. In accordance with ASC 820, the fair value of our investments is defined as the price that we would receive upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market in which that investment is transacted.

In April 2009, the FASB issued ASC Subtopic 820-10-65, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ( ASC 820-10 ). This update provides further clarification for ASC 820 in markets that are not active and provides additional guidance for determining when the volume of trading level of activity for an asset or liability has significantly decreased and for identifying circumstances that indicate a transaction is not orderly. ASC 820-10-65 is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of ASC 820-10-65 for the three and nine months ended March 31, 2010, did not have any effect on our net asset value, financial position or results of operations as there was no change to the fair value measurement principles set forth in ASC 820.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Valuation of Other Financial Assets and Financial Liabilities*

In February 2007, FASB issued ASC Subtopic 820-10-05-1, *The Fair Value Option for Financial Assets and Financial Liabilities* ( ASC 820-10-05-1 ). ASC 820-10-05-1 permits an entity to elect fair value as the initial and subsequent measurement attribute for many of assets and liabilities for which the fair value option has been elected and similar assets and liabilities measured using another measurement attribute. We adopted this statement on July 1, 2008 and have elected not to value other assets and liabilities at fair value as would be permitted by ASC 820-10-05-1.

*Revenue Recognition*

Realized gains or losses on the sale of investments are calculated using the specific identification method.

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Origination, closing and/or commitment fees associated with investments in portfolio companies are accreted into interest income over the respective terms of the applicable loans. Accretion of such purchase discounts or premiums is calculated by the effective interest method as of the purchase date and adjusted only for material amendments or prepayments. Upon the prepayment of a loan or debt security, any prepayment penalties and unamortized loan origination, closing and commitment fees are recorded as interest income. The purchase discount for portfolio investments acquired from Patriot was determined based on the difference between par value and fair market value as of December 2, 2009, and will continue to accrete until maturity or repayment of the respective loans.

Dividend income is recorded on the ex-dividend date.

Structuring fees and similar fees are recognized as income as earned, usually when paid. Structuring fees, excess deal deposits, net profits interests and overriding royalty interests are included in other income.

Loans are placed on non-accrual status when principal or interest payments are past due 90 days or more or when there is reasonable doubt that principal or interest will be collected. Accrued interest is generally reversed when a loan is placed on non-accrual status. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans are restored to accrual status when past due principal and interest is paid and in management's judgment, are likely to remain current.

*Federal and State Income Taxes*

We have elected to be treated as a regulated investment company and intend to continue to comply with the requirements of the Internal Revenue Code of 1986 (the Code ), applicable to regulated investment companies. We are required to distribute at least 90% of our investment company taxable income and intend to distribute (or retain through a deemed distribution) all of our investment company taxable income and net capital gain to stockholders; therefore, we have made no provision for income taxes. The character of income and gains that we will distribute is determined in accordance with income tax regulations that may differ from GAAP. Book and tax basis differences relating to stockholder dividends and distributions and other permanent book and tax differences are reclassified to paid-in capital.

If we do not distribute (or are not deemed to have distributed) at least 98% of our annual taxable income in the calendar year it is earned, we will generally be required to pay an excise tax equal to 4% of the amount by which 98% of our annual taxable income exceeds the distributions from such taxable income for the year. To the extent that we determine that our estimated current year annual taxable income will be in excess of estimated current year dividend distributions from such taxable income, we accrue excise taxes, if any, on estimated excess taxable income as taxable income is earned using an annual effective excise tax rate. The annual effective excise tax rate is determined by dividing the estimated annual excise tax by the estimated annual taxable income.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

We adopted FASB ASC 740, *Income Taxes* ( ASC 740 ). ASC 740 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing our tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold are recorded as a tax benefit or expense in the current year. Adoption of ASC 740 was applied to all open tax years as of July 1, 2007. The adoption of ASC 740 did not have an effect on our net asset value, financial condition or results of operations as there was no liability for unrecognized tax benefits and no change to our beginning net asset value. As of March 31, 2010 and for the three and nine months then ended, we did not have a liability for any unrecognized tax benefits. Management's determinations regarding ASC 740 may be subject to review and adjustment at a later date based upon factors including, but not limited to, an on-going analysis of tax laws, regulations and interpretations thereof.

*Dividends and Distributions*

Dividends and distributions to common stockholders are recorded on the ex-dividend date. The amount, if any, to be paid as a dividend or distribution is approved by our Board of Directors each quarter and is generally based upon our management's estimate of our earnings for the quarter. Net realized capital gains, if any, are distributed at least annually.

*Financing Costs*

We record origination expenses related to our credit facility as deferred financing costs. These expenses are deferred and amortized as part of interest expense using the effective interest method over the stated life of the facility.

We record registration expenses related to shelf filings as prepaid assets. These expenses consist principally of Securities and Exchange Commission ( SEC ) registration fees, legal fees and accounting fees incurred. These prepaid assets will be charged to capital upon the receipt of an equity offering proceeds or charged to expense if no offering completed.

*Guarantees and Indemnification Agreements*

We follow FASB ASC 460, *Guarantees* ( ASC 460 ). ASC 460 elaborates on the disclosure requirements of a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also requires a guarantor to recognize, at the inception of a guarantee, for those guarantees that are covered by ASC 460, the fair value of the obligation undertaken in issuing certain guarantees. ASC 460 did not have a material effect on the financial statements. Refer to Note 4, Note 8 and Note 12 for further discussion of guarantees and indemnification agreements.

*Per Share Information*

Net increase or decrease in net assets resulting from operations per common share are calculated using the weighted average number of common shares outstanding for the period presented. Diluted net increase or decrease in net assets resulting from operations per share are not presented as there are no potentially dilutive securities outstanding.

*Recent Accounting Pronouncements*

In May 2009, the FASB issued ASC 855, *Subsequent Events* ( ASC 855 ). ASC 855 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The standard, which includes a new required disclosure of the date through which an entity has evaluated subsequent events, is effective for interim or annual periods ending after

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

June 15, 2009. We evaluated all events or transactions that occurred after March 31, 2010 up through the date we issued the accompanying financial statements. During this period, we did not have any material recognizable subsequent events other than those disclosed in our financial statements.

In June 2009, the FASB issued ASC 105, *Generally Accepted Accounting Principles* ( ASC 105 ), which establishes the FASB Codification which supersedes all existing accounting standard documents and will become the single source of authoritative non-governmental U.S. GAAP. All other accounting literature not included in the Codification will be considered non-authoritative. The Codification did not change GAAP but reorganizes the literature. ASC 105 is effective for interim and annual periods ending after September 15, 2009. We have conformed our financial statements and related Notes to the new Codification.

In June 2009, the FASB issued ASC 860, *Accounting for Transfers of Financial Assets – an amendment to FAS 140* ( ASC 860 ). ASC 860 improves the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets: the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. ASC 860 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Our management does not believe that the adoption of the amended guidance in ASC 860 will have a significant effect on our financial statements.

In June 2009, the FASB issued ASC 810, *Consolidation* ( ASC 810 ). ASC 810 is intended to (1) address the effects on certain provisions of FASB Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities, as a result of the elimination of the qualifying special-purpose entity concept in ASC 860, and (2) constituent concerns about the application of certain key provisions of Interpretation 46(R), including those in which the accounting and disclosures under the Interpretation do not always provided timely and useful information about an enterprise's involvement in a variable interest entity. ASC 810 is effective as of the beginning of our first annual reporting period that begins after November 15, 2009. Our management does not believe that the adoption of the amended guidance in ASC 860 will have a significant effect on our financial statements.

In August 2009, the FASB issued Accounting Standards Update ( ASU ) 2009-05, *Measuring Liabilities at Fair Value, to amend FASB Accounting Standards Codification ASC 820, Fair Value Measurements and Disclosures* ( ASC 820 ), to clarify how entities should estimate the fair value of liabilities. ASC 820, as amended, includes clarifying guidance for circumstances in which a quoted price in an active market is not available, the effect of the existence of liability transfer restrictions, and the effect of quoted prices for the identical liability, including when the identical liability is traded as an asset. We adopted ASU 2009-05 effective October 1, 2009. The amended guidance in ASC 820 does not have a significant effect on our financial statements for the quarter ended March 31, 2010.

In September 2009, the FASB issued ASU 2009-12, *Measuring Fair Value of Certain Investments* ( ASU 2009-12 ). This update provides further amendments to ASC 820 to offer investors a practical expedient for measuring the fair value of investments in certain entities that calculate net asset value per share. Specifically, measurement using net asset value per share is reasonable for investments within the scope of ASU 2009-12. We adopted ASU 2009-12 effective October 1, 2009. The amended guidance in ASC 820 does not have a significant effect on our financial statements for the quarter ended March 31, 2010.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASC 2010-06). ASU 2010-06 amends ASC 820-10 and clarifies and provides additional disclosure requirements related to recurring and non-recurring fair value measurements and employers' disclosures about postretirement benefit plan assets. ASU 2010-06 is effective December 15, 2009, except for the disclosure about purchase, sales, issuances and settlements in the roll forward of activity in level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. Our management does not

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believe that the adoption of the amended guidance in ASC 820-10 will have a significant effect on our financial statements.

In February 2010, the FASB issued Accounting Standards Update 2010-09, *Subsequent Events (Topic 855) Amendments to Certain Recognition and Disclosure Requirements* ( ASU 2010-09 ), which amends ASC Subtopic 855-10. ASU 2010-09 requires an entity that is an SEC filer to evaluate subsequent events through the date that the financial statements are issued and removes the requirement that an SEC filer disclose the date through which subsequent events have been evaluated. ASC 2010-09 was effective upon issuance. The adoption of this standard had no effect on our results of operation or our financial position.

In February 2010, the FASB issued Accounting Standards Update 2010-10, *Consolidation (Topic 810) Amendments for Certain Investments Funds* ( ASU 2010-10 ), which defers the application of the consolidation guidance in ASC 810 for certain investments funds. The disclosure requirements continue to apply to all entities. ASU 2010-10 is effective as of the beginning of the first annual period that begins after November 15, 2009 and for interim periods within that first annual period. Our management does not believe that the adoption of the amended guidance in ASU 2010-10 will have a significant effect on our financial statements.

**Note 4. Portfolio Investments**

At March 31, 2010, we had invested in 55 long-term portfolio investments, which had an amortized cost of \$675,534 and a fair value of \$697,001. At June 30, 2009, we had invested in 30 long-term portfolio investments, which had an amortized cost of \$531,424 and a fair value of \$547,168.

As of March 31, 2010, we own controlling interests in Ajax Rolled Ring & Machine ( Ajax ), AWCNC, LLC, Borga, Inc., C&J Cladding, LLC ( C&J ), Change Clean Energy Holdings, Inc. ( CCEHI ), Fischbein, LLC ( Fischbein ), Freedom Marine Services LLC ( Freedom Marine ), Gas Solutions Holdings, Inc. ( GSHI ), Integrated Contract Services, Inc. ( ICS ), Iron Horse Coiled Tubing, Inc. ( Iron Horse ), Manx Energy, Inc. ( Manx ), NRG Manufacturing, Inc. ( NRC ), Nupla Corporation ( Nupla ), R-V Industries, Inc. ( R-V ), Sidump r Trailer Company, Inc. ( Sidump r ) and Yatesville Coal Holdings, Inc. ( Yatesville ). We also own an affiliated interest in Biotronic NeuroNetwork ( Biotronic ), Boxercraft Incorporated ( Boxercraft ), KTPS Holdings, LLC ( KTPS ), Miller Petroleum, Inc. ( Miller ), Smart, LLC ( Smart ) and Sport Helmets Holdings, LLC ( Sport Helmets ).

The fair value hierarchy of our portfolio investments as of March 31, 2010 was as follows:

	Fair Value Hierarchy			Total
	Level 1	Level 2	Level 3	
Investments at fair value				
Control investments	\$	\$	\$ 194,647	\$ 194,647
Affiliate investments			73,516	73,516
Non-control/non-affiliate investments	191	1,539	427,108	428,838

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Investments in money market funds	191	1,539	695,271	697,001
		23,011		23,011
Total assets reported at fair value	\$ 191	\$ 24,550	\$ 695,271	\$ 720,012

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The aggregate values of Level 3 portfolio investments changed during the nine months ended March 31, 2010 as follows:

	<b>Fair Value Measurements Using Unobservable Inputs (Level 3)</b>			<b>Total</b>
	<b>Control Investments</b>	<b>Affiliate Investments</b>	<b>Non-Control/ Non-Affiliate Investments</b>	
Fair value as of June 30, 2009	\$ 206,332	\$ 32,254	\$ 308,582	\$ 547,168
Total realized losses	(51,228)			(51,228)
Change in unrealized appreciation (depreciation)	(5,888)	11,609	1,642	7,363(1)
Net realized and unrealized (loss) gain	(57,116)	11,609	1,642	(43,865)
Assets acquired in the Patriot acquisition	10,534	36,400	160,073	207,007
Purchases of portfolio investments	12,940	750	48,904	62,594
Payment-in-kind interest	1,747	449	2,103	4,299
Accretion of original issue discount	3,580	867	11,414	15,861
Dispositions of portfolio investments	(8,843)	(3,935)	(85,015)	(97,793)
Transfers within Level 3	25,473	(4,878)	(20,595)	
Transfers in (out) of Level 3				
Fair value as of March 31, 2010	\$ 194,647	\$ 73,516	\$ 427,108	\$ 695,271

(1) Relates to assets held at March 31, 2010

At March 31, 2010, eight loan investments were on non-accrual status: Deb Shops, Inc., ICS, Iron Horse, Nupla, Manx, Sidump r, Wind River Resources Corp. and Wind River II Corp. ( Wind River ), and Yatesville. At June 30, 2009, five loan investments were on non-accrual status: Appalachian Energy Holdings, LLC ( AEH ), Coalbed LLC./Coalbed Inc. ( Coalbed ), ICS, Wind River and Yatesville. The loan principal of these loans amounted to \$143,910 and \$92,513 as of March 31, 2010 and June 30, 2009, respectively. The fair values of these investments represent approximately 5.6% and 7.3% of our net assets as of March 31, 2010 and June 30, 2009, respectively. For the three months ended March 31, 2010 and March 31, 2009, the income forgone as a result of not accruing interest on non-accrual debt investments amounted to \$4,027 and \$3,940, respectively. For the nine months ended March 31, 2010 and March 31, 2009, the income forgone as a result of not accruing interest on non-accrual debt investments amounted to \$16,604 and \$11,270, respectively.

During the quarter ended December 31, 2009, we discontinued operations at Yatesville. At December 31, 2009, consistent with the decision to discontinue operations, we determined that the impairment of Yatesville was other-than-temporary and recorded a realized loss of \$51,228 for the amount that the amortized cost exceeded the fair

market value. As of March 31, 2010 and June 30, 2009, Yatesville is valued at \$1,035 and \$13,097, respectively.

GSHI has indemnified us against any legal action arising from its investment in Gas Solutions, LP. We have incurred approximately \$2,093 from the inception of the investment in GSHI through March 31, 2010 for fees associated with a legal action, and GSHI has reimbursed us for the entire amount. Of the \$2,093 reimbursement, \$67 and \$249 was reflected as dividend income: control investments in the Consolidated Statements of Operations for the three and nine months ended March 31, 2009, respectively. There were no such legal fees incurred or reimbursed for the three and nine months ended March 31, 2010. Additionally, certain other expenses incurred by us which are attributable to GSHI have been reimbursed by GSHI and are reflected as dividend income: control investments in the Consolidated Statements of Operations. For the three months ended March 31, 2010 and March 31, 2009, such reimbursements totaled as \$527 and \$1,878, respectively. For the nine months ended March 31, 2010 and March 31, 2009, such reimbursements totaled as \$2,558 and \$5,386, respectively.

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**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The original cost basis of debt placements and equity securities acquired (including purchases of portfolio investments, follow-on investments and payment-in-kind interest) totaled to approximately \$59,311 and \$6,356 during the three months ended March 31, 2010 and March 31, 2009, respectively. These placements and acquisitions totaled to approximately \$275,815 and \$90,376 during the nine months ended March 31, 2010 and March 31, 2009, respectively. The \$275,815 for the nine months ended March 31, 2010 includes \$207,126 of portfolio investments acquired from Patriot. Debt repayments and sales of equity securities with a cost basis of approximately \$26,603 and \$10,782 were received during the three months ended March 31, 2010 and March 31, 2009, respectively. These repayments and sales amounted to \$96,338 and \$22,198 during the nine months ended March 31, 2010 and March 31, 2009, respectively.

During the three months ended March 31, 2010, we restructured our loans to Aircraft Fasteners Internationa