

Oxford Lane Capital Corp.  
Form N-PX  
August 12, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number: **811-22432**

**Oxford Lane Capital Corp.**

(Exact name of registrant as specified in charter)

**8 Sound Shore Drive, Suite 255**

**Greenwich, CT 06830**

(Address of principal executive offices)

**Jonathan H. Cohen  
Chief Executive Officer  
Oxford Lane Capital Corp.**

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

(Name and address of agent for service)

Registrant's telephone number, including area code: **(203) 983-5275**

Date of fiscal year end: **March 31**

Date of reporting period: **July 1, 2015 – June 30, 2016**

**Item 1. Proxy Voting Record.**

**Issuer Name:** Neuberger Berman CLO XIII, Ltd.

**Meeting Date:** January 12, 2016 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 64129DAF0

| Proposal No. | Proposal   | Proposed OXLC |     | Vote Cast Sponsor |
|--------------|--|---------------|-----|-------------------|
|              |  | By            | Rec |                   |
| 1            | This amendment request amended the indenture for several definitions. These amendments increased the likelihood that the CLO will not constitute a “covered fund” under Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and make the CLO “Volcker compliant”. | Manager       | For | Consented Manager |

**Issuer Name:** Neuberger Berman CLO XIII, Ltd.

**Meeting Date:** January 12, 2016 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 64129DAB9

| Proposal No. | Proposal   | Proposed OXLC |     | Vote Cast Sponsor |
|--------------|--|---------------|-----|-------------------|
|              |  | By            | Rec |                   |
| 2            | This amendment request amended the indenture for several definitions. These amendments increased the likelihood that the CLO will not constitute a “covered fund” under Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and make the CLO “Volcker compliant”. | Manager       | For | Consented Manager |

**Issuer Name:** Shackleton II CLO, Ltd.

**Meeting Date:** June 18, 2015 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 81881RAA2

| Proposal No. | Proposal  | Proposed OXLC |     | Vote Cast Sponsor |
|--------------|---|---------------|-----|-------------------|
|              |   | By            | Rec |                   |
| 3            | The Fee Sharing Termination Letter, along with the proposed amendments to the Indenture and Collateral Management Agreement, put the economics of the fee rebate that was previously held within OXLC's side letter into the deal itself. | Manager       | For | Consented Manager |

**Issuer Name:** Shackleton II CLO, Ltd.

**Meeting Date:** June 18, 2015 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 81881RAA2

| Proposal No. | Proposal   | Proposed OXLC |     | Vote Cast Sponsor |
|--------------|--|---------------|-----|-------------------|
|              |  | By            | Rec |                   |
| 4            | This amendment request amended the indenture for several definitions. These amendments increased the likelihood that the CLO will not constitute a "covered fund" under Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and make the CLO "Volcker compliant". | Manager       | For | Consented Manager |

**Issuer Name:** Ivy Hill Middle Market Credit Fund VII, Ltd.

**Meeting Date:** August 20, 2015 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 46602YAC4

| Proposal No. | Proposal   | Proposed OXLC |     | Vote Cast Sponsor |
|--------------|--|---------------|-----|-------------------|
|              |  | By            | Rec |                   |
| 5            | This amendment request amended the indenture for several definitions. These amendments increased the likelihood that the CLO will not constitute a "covered fund" under Section 619 of the | Manager       | For | Consented Manager |

Dodd-Frank Wall Street Reform and Consumer Protection Act and make the CLO “Volcker compliant”.

**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**OXFORD LANE CAPITAL CORP.**

By: /s/ Jonathan H. Cohen

Jonathan H. Cohen

Chief Executive Officer

Date: August 12, 2016