

## PROSPECT CAPITAL CORP

Form 497

December 15, 2014

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement and the accompanying prospectus supplement and prospectus are not offers to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion

Preliminary Pricing Supplement dated

December 15, 2014

Prospect Capital Corporation

Prospect Capital InterNotes®

4.250% Senior Notes due 2020 (the "2020 Notes")

Filed under Rule 497, Registration Statement No. 333-198505

Preliminary Pricing Supplement No. 329 —Dated Monday, December 15, 2014

(To: Prospectus Dated November 4, 2014, and Prospectus Supplement Dated November 7, 2014)

| CUSIP<br>Number | ISIN<br>Number | Principal<br>Amount | Selling<br>Price | Gross<br>Concession | Net<br>Proceeds | Coupon<br>Type | Coupon<br>Rate | Coupon<br>Frequency | Maturity<br>Date | 1st Coupon<br>Date | 1st Coupon<br>Amount |
|-----------------|----------------|---------------------|------------------|---------------------|-----------------|----------------|----------------|---------------------|------------------|--------------------|----------------------|
| 74348YPP0       | US74348YPP06   | \$ 100.000          | %                | 1.650%              | \$              | Fixed          | 4.250%         | Semi-Annual         | 6/15/2020        | 6/15/2015          | \$19.9               |

Redemption Information: Callable at 100.000% on 12/15/2015 and every coupon date thereafter.

Trade Date: Monday, December 22, 2014 @ 12:00 PM ET

Settle Date: Friday, December 26, 2014

Minimum Denomination/Increments: \$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book Entry only

The Notes will be issued pursuant to the Indenture, dated as of February 16, 2012, as amended and supplemented by that certain Three Hundred Twenty-Ninth Supplemental Indenture dated as of December 26, 2014.

The date from which interest shall accrue on the Notes is Friday, December 26, 2014. The "Interest Payment Dates" for the Notes shall be June 15 and December 15 of each year, commencing June 15, 2015; the interest payable on any Interest Payment Date, will be paid to the Person in whose name the Note (or one or more predecessor Notes) is registered at the close of business on the Regular Record Date (as defined in the Indenture) for such interest, which shall be June 1 or December 1, as the case may be, next preceding such Interest Payment Date.

The 2020 Notes will be redeemable in whole or in part at any time or from time to time, at the option of Prospect Capital Corporation, on or after December 15, 2015 at a redemption price of \$1,000 per 2020 Note plus accrued and unpaid interest payments otherwise payable for the then-current semi-annual interest period accrued to, but excluding, the date fixed for redemption and upon not less than 30 days nor more than 60 days prior notice to the noteholder and the trustee, as described in the prospectus.

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.

This preliminary pricing supplement relates only to the securities described in the accompanying prospectus supplement and prospectus, is only a summary of changes and should be read together with the accompanying prospectus supplement and prospectus, including among other things the section entitled "Risk Factors" beginning on page S-8 of such prospectus supplement and page 10 of such prospectus. This preliminary pricing supplement and the accompanying prospectus supplement and 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, 42nd 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 supplement or the accompanying prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this preliminary pricing supplement. Any representation to the contrary is a criminal offense. Obligations of Prospect Capital Corporation and any subsidiary of Prospect Capital Corporation are not guaranteed by the full faith and credit of the United States of America. Neither Prospect Capital Corporation nor any subsidiary of Prospect Capital Corporation is a government-sponsored enterprise or an instrumentality of the United States of America.

InterNotes® is a registered trademark of Incapital Holdings LLC.

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Recent Developments:

On November 12, 2014, we provided notice of our intent to redeem \$18.2 million aggregate principal amount of our Prospect Capital InterNotes® on December 15, 2014.

On November 17, 2014, we made a \$35.0 million follow-on investment in System One Holdings, LLC, of which \$23.5 million was funded at closing, to fund a dividend recapitalization.

On November 25, 2014, we made a \$127.0 million follow-on investment in InterDent, Inc., of which \$120.0 million was funded at closing, as part of an add-on acquisition growth and recapitalization strategy.

On December 4, 2014, we sold our \$29.1 million investment in Babson CLO Ltd. 2012-I.

On December 4, 2014, we sold our \$27.8 million investment in Babson CLO Ltd. 2012-II.

On December 8, 2014, we announced the declaration of monthly dividends in the following amounts and with the following dates:

• \$0.08333 per share for February 2015 to holders of record on February 27, 2015 with a payment date of March 19, 2015;

• \$0.08333 per share for March 2015 to holders of record on March 31, 2015 with a payment date of April 23, 2015; and

• \$0.08333 per share for April 2015 to holders of record on April 30, 2015 with a payment date of May 21, 2015.

During the period from November 20, 2014 to December 11, 2014, we issued \$18.5 million in aggregate principal amount of our Prospect Capital InterNotes® for net proceeds of \$18.2 million.

During the period from November 7, 2014 through December 15, 2014, we made three follow-on investments in National Property REIT Corp. ("NPRC") totaling \$17.0 million to support the online lending initiative. We invested \$2.6 million of equity through NPH Property Holdings, LLC and \$14.4 million of debt directly to NPRC.

During the period from October 1, 2014 through December 15, 2014, our wholly-owned subsidiary Prospect Small Business Lending, LLC purchased \$16.5 million of small business whole loans from On Deck Capital, Inc., an online small business lender.

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Filed pursuant to Rule 497

File No. 333-198505

PROSPECTUS SUPPLEMENT

(To Prospectus dated November 4, 2014)

Prospect Capital Corporation

Prospect Capital InterNotes®

We may offer to sell our Prospect Capital InterNotes® from time to time. The specific terms of the notes will be set prior to the time of sale and described in a pricing supplement. You should read this prospectus supplement, the accompanying prospectus and the applicable pricing supplement carefully before you invest. We may offer other debt securities from time to time other than the notes under our Registration Statement or in private placements.

We may offer the notes to or through agents for resale. The applicable pricing supplement will specify the purchase price, agent discounts and net proceeds of any particular offering of notes. The agents are not required to sell any specific amount of notes but will use their reasonable best efforts to sell the notes. We also may offer the notes directly. We have not set a date for termination of our offering.

The agents have advised us that from time to time they may purchase and sell notes in the secondary market, but they are not obligated to make a market in the notes and may suspend or completely stop that activity at any time. Unless otherwise specified in the applicable pricing supplement, we do not intend to list the notes on any stock exchange. Investing in the notes involves certain risks, including those described in the "Risk Factors" section beginning on page S-8 of this prospectus supplement and page 10 of the accompanying prospectus.

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, 42nd 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 supplement or the accompanying prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

Obligations of Prospect Capital Corporation and any subsidiary of Prospect Capital Corporation are not guaranteed by the full faith and credit of the United States of America. Neither Prospect Capital Corporation nor any subsidiary of Prospect Capital Corporation is a government-sponsored enterprise or an instrumentality of the United States of America.

We may sell the notes to or through one or more agents or dealers, including the agents listed below.

Incapital LLC

BofA Merrill Lynch

Citigroup

RBC Capital Markets

Prospectus Supplement dated November 7, 2014.

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### FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus may contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the "Exchange Act," 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," "expect," "expected," "project," "projected," "projections," "plans," "seeks," "anticipates," "anticipated," "should," "could," "may," "will," "designed to," "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,
- our contractual arrangements and relationships with third parties,
- 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 SEC, 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.

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, ability to obtain 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

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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 of 1933, as amended, or the "Securities Act."

You should rely only on the information contained in this prospectus supplement, including any pricing supplement included hereto, and the accompanying prospectus. We have not, and the agent(s) or dealer(s) has not, authorized any other person to provide you with information that is different from that contained in this prospectus supplement, including any pricing supplement included hereto, or the accompanying prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the agents 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, including any pricing supplement included hereto, and the accompanying prospectus is accurate only as of their respective dates and we assume no obligation to update any such information. Our business, financial condition and results of operations may have changed since those dates. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we any make directly to you or through reports that we have filed with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

This prospectus supplement, including any pricing supplement included hereto, 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 section summarizes the legal and financial terms of the notes that are described in more detail in "Description of Notes" beginning on page S-12. Final terms of any particular notes will be determined at the time of sale and will be contained in the pricing supplement, which will be included with this prospectus supplement, relating to those notes. The terms in that pricing supplement may vary from and supersede the terms contained in this summary and in "Description of Notes." In addition, you should read the more detailed information appearing elsewhere in this prospectus supplement, the accompanying prospectus and in that pricing supplement.

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

#### The Company

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 incorporated in Maryland. We have elected to be regulated as a business development company ("BDC") under the Investment Company Act of 1940 (the "1940 Act"). As a BDC, we have elected to be treated as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986 (the "Internal Revenue Code" or the "Code"). We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, recapitalizations and other purposes. 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 currently have nine origination strategies in which we make investments: (1) lending in private equity sponsored transactions, (2) lending directly to companies not owned by private equity firms, (3) control investments in corporate operating companies, (4) control investments in financial companies, (5) investments in structured credit, (6) real estate investments, (7) investments in syndicated debt, (8) aircraft leasing and (9) online lending. We continue to evaluate other origination strategies in the ordinary course of business with no specific tops-down allocation to any single origination strategy.

**Lending in Private Equity Sponsored Transactions** – We make loans to companies which are controlled by leading private equity firms. This debt can take the form of first lien, second lien, unitranche or unsecured loans. In making these investments, we look for a diversified customer base, recurring demand for the product or service, barriers to entry, strong historical cash flow and experienced management teams. These loans typically have significant equity subordinate to our loan position. Historically, this strategy has comprised approximately 50%-60% of our business, but more recently it is less than 50% of our business.

**Lending Directly to Companies** – We provide debt financing to companies owned by non-private equity firms, the company founder, a management team or a family. Here, in addition to the strengths we look for in a sponsored transaction, we also look for the alignment with the management team with significant invested capital. This strategy often has less competition than the private equity sponsor strategy because such company financing needs are not easily addressed by banks and often require more diligence preparation. Direct lending can result in higher returns and lower leverage than sponsor transactions and may include warrants or equity to us. Historically, this strategy has comprised approximately 5%-15% of our business, but more recently it is less than 5% of our business.

**Control Investments in Corporate Operating Companies** – This strategy involves acquiring controlling stakes in non-financial operating companies. Our investments in these companies are generally structured as a combination of yield-producing debt and equity. We provide certainty of closure to our counterparties, give the seller personal liquidity and generally look for management to continue on in their current roles. This strategy has comprised approximately 10%-15% of our business.

**Control Investments in Financial Companies** – This strategy involves acquiring controlling stakes in financial companies, including consumer direct lending, sub-prime auto lending and other strategies. Our investments in these companies are generally structured as a combination of yield-producing debt and equity. These investments are often structured in a tax-efficient RIC-compliant partnership, enhancing returns. This strategy has comprised approximately 5%-15% of our business.

Investments in Structured Credit – We make investments in collateralized loan obligations (“CLOs”), generally taking a significant position in the subordinated interests (equity) of the CLOs. The CLOs include a diversified portfolio of broadly syndicated loans and do not have direct exposure to real estate, mortgages, sub-prime debt, or consumer based debt. The CLOs in which we invest are managed by top-tier collateral managers that have been thoroughly diligenced prior to investment. This strategy has comprised approximately 10%-20% of our business.

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**Real Estate Investments** – We make investments in real estate through our three wholly-owned tax-efficient real estate investment trusts ("REITs"), American Property REIT Corp., National Property REIT Corp. and United Property REIT Corp. (collectively, "our REITs"). Our real estate investments are in various classes of fully developed and occupied real estate properties that generate current yields. We seek to identify properties that have historically high occupancy and steady cash flow generation. Our REITs partner with established property managers with experience in managing the property type to manage such properties after acquisition. This is a more recent investment strategy that has comprised approximately 5%-10% of our business.

**Investments in Syndicated Debt** – On an opportunistic basis, we make investments in loans and high yield bonds that have been sold to a syndicate of buyers. Here we look for investments with attractive risk-adjusted returns after we have completed a fundamental credit analysis. These investments are purchased with a long term, buy-and-hold outlook and we look to provide significant structuring input by providing anchoring orders. This strategy has comprised approximately 5%-10% of our business.

**Aircraft Leasing** – We invest debt as well as equity in aircraft assets subject to commercial leases to credit-worthy airlines across the globe. These investments present attractive return opportunities due to cash flow consistency from long-lived assets coupled with hard asset collateral. We seek to deliver risk-adjusted returns with strong downside protection by analyzing relative value characteristics across the spectrum of aircraft types of all vintages. Our target portfolio includes both in-production and out-of-production jet and turboprop aircraft and engines, operated by airlines across the globe. This strategy comprised approximately 1.5% of our business in the fiscal year ended June 30, 2014 and less than 1% as of September 30, 2014.

**Online Lending** – We make investments in loans originated by certain consumer loan and small and medium sized business ("SME") originators. We purchase each loan in its entirety (i.e., a "whole loan"). The borrowers are consumers and SMEs. The loans are typically serviced by the originators of the loans. This strategy comprised approximately 1% of our business in the fiscal year ended June 30, 2014 and less than 1% as of September 30, 2014.

Typically, we concentrate on making investments in companies with annual revenues of less than \$750 million and enterprise values of less than \$1 billion. Our typical investment involves a secured loan of less than \$250 million. We also 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. We are constantly pursuing multiple investment opportunities, including purchases of portfolios from private and public companies, as well as originations and secondary purchases of particular securities. We also regularly evaluate control investment opportunities in a range of industries, and some of these investments could be material to us. There can be no assurance that we will successfully consummate any investment opportunity we are currently pursuing. 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 September 30, 2014, we had investments in 140 portfolio companies. The aggregate fair value as of September 30, 2014 of investments in these portfolio companies held on that date is approximately \$6.3 billion. Our portfolio across all our performing interest-bearing investments had an annualized current yield of 11.9% as of September 30, 2014.

## **Recent Developments**

### **Investment Transactions**

On October 3, 2014, we sold our \$35.0 million investment in Babson CLO Ltd. 2011-I and realized a loss on the sale.

On October 6, 2014, we made a \$35.2 million follow-on investment in Onyx Payments to fund an acquisition.

On October 7, 2014, Grocery Outlet, Inc. repaid the \$14.5 million loan receivable to us.

On October 8, 2014, we made a \$65.0 million secured debt investment in Capstone Logistics, LLC, a logistics services portfolio company.

On October 9, 2014, we made an investment of \$50.7 million to purchase 83.60% of the subordinated notes in Babson CLO Ltd. 2014-III in a co-investment transaction with Priority Income Fund, Inc.

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On October 10, 2014, Ajax Rolled Ring & Machine, LLC repaid the \$19.3 million loan receivable to us.

On October 17, 2014, we made an investment of \$49.0 million to purchase 90.54% of the subordinated notes in Symphony CLO XV, Ltd.

On October 20, 2014, we sold our \$22.0 million investment in Galaxy XII CLO, Ltd. and realized a loss on the sale.

On October 21, 2014, we made a \$22.5 million secured debt investment in Hollander Sleep Products, a manufacturer of bed pillows and mattress pads in the United States.

In addition to the transactions noted above, during the period from October 1, 2014 through November 6, 2014, we made seven follow-on investments in National Property REIT Corp. ("NPRC") totaling \$55.0 million to support the online lending initiative. We invested \$8.2 million of equity through NPH Property Holdings, LLC ("NPH") and \$46.8 million of debt directly to NPRC. In addition, during this period, we received a partial repayment of \$11.0 million of the NPRC loan previously outstanding and \$1.9 million as a return of capital on the equity investment in NPRC.

**Debt and Equity**

On November 4, 2014, our Registration Statement on Form N-2 was declared effective by the SEC. Under this Shelf Registration Statement, we can issue up to \$5.0 billion of additional debt and equity securities in the public market.

**Common Stock Issuances**

On October 22, 2014, we issued 138,721 shares of our common stock in connection with the dividend reinvestment plan.

During the period from September 26, 2014 through October 29, 2014 (with settlement dates of October 1, 2014 to November 3, 2014), we sold 3,954,195 shares of our common stock at an average price of \$9.76 per share, and raised \$38.6 million of gross proceeds, under our at-the-market program (the "ATM Program"). Net proceeds were \$38.4 million after commissions to the broker-dealer on shares sold and offering costs.

**Spin-Offs of Certain Business Strategies**

On November 6, 2014, we announced that we intend to spin off certain "pure play" business strategies to our shareholders. We initially intend on focusing our spinoff efforts on three separate companies consisting of portions of our (i) collateralized loan obligation ("CLO") structured credit business, (ii) online lending business, and (iii) real estate business. The size and likelihood of such spinoffs, which may be partial rather than complete spinoffs, remain to be determined. We may seek to file non-registered investment company spinoffs with confidential treatment with parallel registration progress to be made in the coming weeks toward the goal of consummating these initial spinoffs in early 2015. The consummation of any of the spin-offs depend upon, among other things: market conditions, regulatory and exchange listing approval, and sufficient investor interest, and there can be no guarantee that we will consummate any of these spin-offs.

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|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Offering<br>Issuer   | Prospect Capital Corporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Purchasing Agent         | Incapital LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Agents                   | Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets, LLC. From time to time, we may sell the notes to or through additional agents.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Title of Notes           | Prospect Capital InterNotes®                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Amount                   | We may issue notes from time to time in various offerings up to \$1.5 billion, the aggregate principal amount authorized by our board of directors for notes. As of November 6, 2014, \$837.5 million aggregate principal amount of notes has been issued. There are no limitations on our ability to issue additional indebtedness in the form of Prospect Capital InterNotes® or otherwise other than under the 1940 Act and the marginally more restrictive 175% asset coverage requirement under our credit facility.                                                                                                                                                                                                        |
| Denominations            | The notes will be issued and sold in denominations of \$1,000 and multiples of \$1,000 (unless otherwise stated in the pricing supplement).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Status                   | The notes will be our direct unsecured senior obligations and will rank equally with all of our other unsecured senior indebtedness from time to time outstanding.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Maturities               | Each note will mature 12 months or more from its date of original issuance.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Interest                 | Notes may be issued with a fixed or floating interest rate; a floating interest rate note will be based on the London Interbank Offered Rate ("LIBOR").<br>Interest on each fixed or floating interest rate note will be payable either monthly, quarterly, semi-annually or annually on each interest payment date and on the stated maturity date. Interest also will be paid on the date of redemption or repayment if a note is redeemed or repaid prior to its stated maturity in accordance with its terms.<br>Interest on the notes will be computed on the basis of a 360-day year of twelve 30-day months, often referred to as the 30/360 (ISDA) day count convention.                                                 |
| Principal                | The principal amount of each note will be payable on its stated maturity date at the corporate trust office of the paying agent or at any other place we may designate.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Redemption and Repayment | Unless otherwise stated in the applicable pricing supplement, a note will not be redeemable at our option or be repayable at the option of the holder prior to its stated maturity date. The notes will not be subject to any sinking fund.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Survivor's Option        | Specific notes may contain a provision permitting the optional repayment of those notes prior to stated maturity, if requested by the authorized representative of the beneficial owner of those notes, following the death of the beneficial owner of the notes, so long as the notes were owned by the beneficial owner or his or her estate at least six months prior to the request. This feature is referred to as a "Survivor's Option." Your notes will not be repaid in this manner unless the pricing supplement for your notes provides for the Survivor's Option. If the pricing supplement for your notes provides for the Survivor's Option, your right to exercise the Survivor's Option will be subject to limits |

set by us on (1) the permitted dollar amount of total exercises by all holders of notes in any calendar year, and (2) the permitted dollar amount of an individual exercise by a holder of a note in any calendar year. Additional details on the Survivor's Option are described in the section entitled "Description of Notes—Survivor's Option."

Sale and Clearance

We will sell notes in the United States only. Notes will be issued in book-entry only form and will clear through The Depository Trust Company. We do not intend to issue notes in certificated form.

Trustee

The trustee for the notes is U.S. Bank National Association, under an indenture dated as of February 16, 2012, as amended and as supplemented from time to time.

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Selling Group

The agents and dealers comprising the selling group are broker-dealers and securities firms. Each of the Purchasing Agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and RBC Capital Markets, LLC entered into a Fourth Amended and Restated Selling Agent Agreement with us dated November 7, 2014 (as amended, the "Selling Agent Agreement"). Additional agents appointed by us from time to time in connection with the offering of the notes contemplated by this prospectus supplement will become parties to the Selling Agent Agreement. Dealers who are members of the selling group have executed a Master Selected Dealer Agreement with the Purchasing Agent. The agents and the dealers have agreed to market and sell the notes in accordance with the terms of those respective agreements and all other applicable laws and regulations. You may contact the Purchasing Agent at [info@incapital.com](mailto:info@incapital.com) for a list of selling group members.

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## SELECTED CONDENSED FINANCIAL DATA

You should read the condensed consolidated financial information below with the Consolidated Financial Statements and notes thereto included in this prospectus supplement and the accompanying prospectus. Financial information below for the years ended June 30, 2014, 2013, 2012, 2011 and 2010 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 three month period ended September 30, 2014 and 2013 has been derived from unaudited financial data. Interim results for the three months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending June 30, 2015. 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-21 for more information.

|                                                                                            | For the Three<br>Months Ended<br>September 30, |             | For the Year Ended June 30, |             |             |            |            |
|--------------------------------------------------------------------------------------------|------------------------------------------------|-------------|-----------------------------|-------------|-------------|------------|------------|
|                                                                                            | 2014                                           | 2013        | 2014                        | 2013        | 2012        | 2011       | 2010       |
| (in thousands except data relating to shares, per share and number of portfolio companies) |                                                |             |                             |             |             |            |            |
| Performance Data:                                                                          |                                                |             |                             |             |             |            |            |
| Interest income                                                                            | \$184,140                                      | \$138,421   | \$613,741                   | \$435,455   | \$219,536   | \$134,454  | \$86,518   |
| Dividend income                                                                            | 2,225                                          | 7,089       | 26,837                      | 82,705      | 64,881      | 15,092     | 15,366     |
| Other income                                                                               | 15,656                                         | 15,524      | 71,713                      | 58,176      | 36,493      | 19,930     | 12,675     |
| Total investment income                                                                    | 202,021                                        | 161,034     | 712,291                     | 576,336     | 320,910     | 169,476    | 114,559    |
| Interest and credit facility expenses                                                      | (42,914 )                                      | (27,407 )   | (130,103 )                  | (76,341 )   | (38,534 )   | (17,598 )  | (8,382 )   |
| Investment advisory expense                                                                | (56,781 )                                      | (43,629 )   | (198,296 )                  | (151,031 )  | (82,507 )   | (46,051 )  | (30,727 )  |
| Other expenses                                                                             | (7,863 )                                       | (7,661 )    | (26,669 )                   | (24,040 )   | (13,185 )   | (11,606 )  | (8,260 )   |
| Total expenses                                                                             | (107,558 )                                     | (78,697 )   | (355,068 )                  | (251,412 )  | (134,226 )  | (75,255 )  | (47,369 )  |
| Net investment income                                                                      | 94,463                                         | 82,337      | 357,223                     | 324,924     | 186,684     | 94,221     | 67,190     |
| Realized and unrealized (losses) gains                                                     | (10,355 )                                      | (2,437 )    | (38,203 )                   | (104,068 )  | 4,220       | 24,017     | (47,565 )  |
| Net increase in net assets from operations                                                 | \$84,108                                       | \$79,900    | \$319,020                   | \$220,856   | \$190,904   | \$118,238  | \$19,625   |
| Per Share Data:                                                                            |                                                |             |                             |             |             |            |            |
| Net increase in net assets from operations(1)                                              | \$0.24                                         | \$0.31      | \$1.06                      | \$1.07      | \$1.67      | \$1.38     | \$0.33     |
| Distributions declared per share                                                           | \$(0.33 )                                      | \$(0.33 )   | \$(1.32 )                   | \$(1.28 )   | \$(1.22 )   | \$(1.21 )  | \$(1.33 )  |
| Average weighted                                                                           | 343,359,061                                    | 258,084,153 | 300,283,941                 | 207,069,971 | 114,394,554 | 85,978,757 | 59,429,222 |

shares  
outstanding for  
the period  
Assets and  
Liabilities

Data:

|                                                                        |             |             |             |             |             |             |              |    |
|------------------------------------------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|--------------|----|
| Investments                                                            | \$6,253,493 | \$4,553,136 | \$6,253,739 | \$4,172,852 | \$2,094,221 | \$1,463,010 | \$748,483    |    |
| Other assets                                                           | 579,572     | 230,435     | 223,530     | 275,365     | 161,033     | 86,307      | 84,212       |    |
| Total assets                                                           | 6,833,065   | 4,783,571   | 6,477,269   | 4,448,217   | 2,255,254   | 1,549,317   | 832,695      |    |
| Amount drawn on credit facility                                        | 411,000     | 69,000      | 92,000      | 124,000     | 96,000      | 84,200      | 100,300      |    |
| Convertible notes                                                      | 1,247,500   | 847,500     | 1,247,500   | 847,500     | 447,500     | 322,500     | —            |    |
| Public notes                                                           | 647,950     | 347,762     | 647,881     | 347,725     | 100,000     | —           | —            |    |
| InterNotes®                                                            | 784,305     | 461,977     | 785,670     | 363,777     | 20,638      | —           | —            |    |
| Amount owed to Prospect Administration and Prospect Capital Management | 6,187       | 1,789       | 2,211       | 6,690       | 8,571       | 7,918       | 9,300        |    |
| Other liabilities                                                      | 88,364      | 145,788     | 83,825      | 102,031     | 70,571      | 20,342      | 11,671       |    |
| Total liabilities                                                      | 3,185,306   | 1,873,816   | 2,859,087   | 1,791,723   | 743,280     | 434,960     | 121,271      |    |
| Net assets                                                             | \$3,647,759 | \$2,909,755 | \$3,618,182 | \$2,656,494 | \$1,511,974 | \$1,114,357 | \$711,424    |    |
| Investment Activity Data:                                              |             |             |             |             |             |             |              |    |
| No. of portfolio companies at period end                               | 140         | 129         | 142         | 124         | 85          | 72          | 58           |    |
| Acquisitions                                                           | \$887,205   | \$556,843   | \$2,952,456 | \$3,103,217 | \$1,120,659 | \$953,337   | \$364,788(2) |    |
| Sales, repayments, and other disposals                                 | \$863,144   | \$164,167   | \$787,069   | \$931,534   | \$500,952   | \$285,562   | \$136,221    |    |
| Total return based on market value(3)                                  | (3.94       | )% 6.49     | % 10.9      | % 6.2       | % 27.2      | % 17.2      | % 17.7       | %  |
| Total return based on net asset value(3)                               | 2.24        | % 2.96      | % 11.0      | % 10.9      | % 18.0      | % 12.5      | % (6.8       | )% |
| Weighted average yield at end of period(4)                             | 11.9        | % 12.5      | % 12.1      | % 13.6      | % 13.9      | % 12.8      | % 16.2       | %  |

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- (1) Per share data is based on average weighted shares for the period.
- (2) Includes \$207,126 of acquired portfolio investments from Patriot Capital Funding, Inc.  
Total return based on market value is based on the change in market price per share between the opening and ending market prices per share in each period and assumes that dividends are reinvested in accordance with our dividend reinvestment plan. Total return based on net asset value is based upon the change in net asset value per share between the opening and ending net asset values per share in each period and assumes that dividends are reinvested in accordance with our dividend reinvestment plan. For periods less than a year, the return is not annualized.
- (3)
- (4) Excludes equity investments and non-performing loans.

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### RISK FACTORS

Your investment in the notes will involve certain risks. This prospectus supplement and the accompanying prospectus do not describe all of those risks.

You should, in consultation with your own financial and legal advisors, carefully consider the following discussion of risks before deciding whether an investment in the notes is suitable for you. The notes will not be an appropriate investment for you if you are not knowledgeable about significant features of the notes or financial matters in general. You should not purchase the notes unless you understand, and know that you can bear, these investment risks.

Our amount of debt outstanding will increase as a result of this offering. Our current indebtedness could adversely affect our business, financial condition and results of operations and our ability to meet our payment obligations under the notes and our other debt.

As of November 6, 2014, we and our subsidiaries had \$20.2 million of secured indebtedness outstanding and approximately \$2.7 billion of unsecured senior indebtedness outstanding.

The use of debt could have significant consequences on our future operations, including:

- making it more difficult for us to meet our payment and other obligations under the notes and our other outstanding debt;

- resulting in an event of default if we fail to comply with the financial and other restrictive covenants contained in our debt agreements, which event of default could result in all of our debt becoming immediately due and payable;

- reducing the availability of our cash flow to fund investments, acquisitions and other general corporate purposes, and

- limiting our ability to obtain additional financing for these purposes;

- subjecting us to the risk of increased sensitivity to interest rate increases on our indebtedness with variable interest

- rates, including borrowings under our amended senior credit facility; and

- limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy.

Any of the above-listed factors could have an adverse effect on our business, financial condition and results of operations and our ability to meet our payment obligations under the notes and our other debt.

Our ability to meet our payment and other obligations under our debt instruments depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations, or that future borrowings will be available to us under our existing or amended senior credit facility or otherwise, in an amount sufficient to enable us to meet our payment obligations under the notes and our other debt and to fund other liquidity needs. If we are not able to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, including any notes sold, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under the notes and our other debt.

The notes will be effectively subordinated to any existing and future secured indebtedness and structurally subordinated to existing and future liabilities and other indebtedness of our subsidiaries.

The notes will be our general, unsecured obligations and will rank equally in right of payment with all of our existing and future unsubordinated, unsecured indebtedness, including without limitation, the \$150.0 million aggregate principal amount of 6.25% Convertible Notes due 2015 (the "2015 Notes"), the \$167.5 million aggregate principal amount of 5.50% Convertible Notes due 2016 (the "2016 Notes"), the \$130.0 million aggregate principal amount of 5.375% Convertible Notes due 2017 (the "2017 Notes"), the \$200.0 million aggregate principal amount of 5.75% Convertible Notes due 2018 (the "2018 Notes"), the \$200.0 million aggregate principal amount of 5.875% Convertible Notes due 2019 (the "2019 Notes"), the \$300 million aggregate principal amount of 5.00% Notes due 2019 (the "5.00% 2019 Notes"), the \$400 million aggregate principal amount of 4.75% Notes due 2020 (the "2020 Notes"), the \$100.0 million aggregate principal amount of 6.95% Notes due 2022 (the "2022 Notes") and the \$250.0 million aggregate principal amount of 5.875% Notes due 2023 (the "2023 Notes"). As a result, the notes will be effectively subordinated to our existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness and structurally subordinated to any existing and future liabilities and other indebtedness of our

subsidiaries. These liabilities may include indebtedness, trade payables, guarantees, lease obligations and letter of credit obligations. The notes do not restrict us or our subsidiaries from incurring indebtedness, including senior secured indebtedness in the future, nor do they limit the amount of indebtedness we can issue that is equal in right of payment to the notes. As of November 6, 2014, we had \$20.2 million borrowings under our credit facility. Our credit facility is secured by certain of our assets and the indebtedness thereunder is therefore effectively senior to the notes to the extent of the value of such assets.

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Each of the 2015 Notes, the 2016 Notes, the 2017 Notes, the 2018 Notes, the 2019 Notes, the 5.00% 2019 Notes, the 2020 Notes, the 2022 Notes and the 2023 Notes may be due prior to the notes. We do not currently know whether we will be able to replace any of the 2015 Notes, the 2016 Notes, the 2017 Notes, the 2018 Notes, the 2019 Notes, the 5.00% 2019 Notes, the 2020 Notes, the 2022 Notes or the 2023 Notes upon their respective maturities, or if we do, whether we will be able to do so on terms that are as favorable as such notes. In the event that we are not able to replace the 2015 Notes, the 2016 Notes, the 2017 Notes, the 2018 Notes, the 2019 Notes, the 5.00% 2019 Notes, the 2020 Notes, the 2022 Notes or the 2023 Notes at the time of their respective maturities, this could have a material adverse effect on our liquidity and ability to fund new investments, our ability to make distributions to our stockholders, our ability to repay the notes and our ability to qualify as a regulated investment company, or "RIC." The indenture and supplemental indentures under which the notes will be issued will contain limited protection for holders of the notes.

The indenture and supplemental indentures (collectively, the "indenture") under which the notes will be issued offer limited protection to holders of the notes. The terms of the indenture and the notes do not restrict our or any of our subsidiaries' ability to engage in, or otherwise be a party to, a variety of corporate transactions, circumstances or events that could have an adverse impact on your investment in the notes. In particular, the terms of the indenture and the notes will not place any restrictions on our or our subsidiaries' ability to:

issue securities or otherwise incur additional indebtedness or other obligations, including (1) any indebtedness or other obligations that would be equal in right of payment to the notes, (2) any indebtedness or other obligations that would be secured and therefore rank effectively senior in right of payment to the notes to the extent of the values of the assets securing such debt, (3) indebtedness of ours that is guaranteed by one or more of our subsidiaries and which therefore is structurally senior to the notes and (4) securities, indebtedness or obligations issued or incurred by our subsidiaries that would be senior to our equity interests in our subsidiaries and therefore rank structurally senior to the notes with respect to the assets of our subsidiaries, in each case other than an incurrence of indebtedness or other obligation that would cause a violation of Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions;

pay dividends on, or purchase or redeem or make any payments in respect of, capital stock or other securities ranking junior in right of payment to the notes;

sell assets (other than certain limited restrictions on our ability to consolidate, merge or sell all or substantially all of our assets);

enter into transactions with affiliates;

create liens (including liens on the shares of our subsidiaries) or enter into sale and leaseback transactions;

make investments; or

create restrictions on the payment of dividends or other amounts to us from our subsidiaries.

In addition, the indenture will not require us to offer to purchase the notes in connection with a change of control or any other event.

Furthermore, the terms of the indenture and the notes do not protect holders of the notes in the event that we experience changes (including significant adverse changes) in our financial condition, results of operations or credit ratings, as they do not require that we or our subsidiaries adhere to any financial tests or ratios or specified levels of net worth, revenues, income, cash flow, or liquidity other than certain limited restrictions on dividends and certain board structures or default provisions mandated by the 1940 Act.

Our ability to recapitalize, incur additional debt and take a number of other actions that are not limited by the terms of the notes may have important consequences for you as a holder of the notes, including making it more difficult for us to satisfy our obligations with respect to the notes or negatively affecting the trading value of the notes.

Certain of our current debt instruments include more protections for their holders than the indenture and the notes. See in the accompanying prospectus "Risk Factors—Risks Relating to Our Business—The Notes present other risks to holders of our common stock, including the possibility that the Notes could discourage an acquisition of the Company by a third party and accounting uncertainty" and "—In addition to regulatory restrictions that restrict our ability to raise capital, our credit facility contains various covenants which, if not complied with, could accelerate repayment under the facility, thereby materially and adversely affecting our liquidity, financial condition and results of operations." In

addition, other debt we issue or incur in the future could contain more protections for its holders than the indenture and the notes, including additional covenants and events of default. The issuance or incurrence of any such debt with incremental protections could affect the market for and trading levels and prices of the notes.

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We may choose to redeem notes when prevailing interest rates are relatively low.

If your notes will be redeemable at our option, we may choose to redeem your notes from time to time, especially when prevailing interest rates are lower than the rate borne by the notes. If prevailing rates are lower at the time of redemption, you would not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on the notes being redeemed. Our redemption right also may adversely impact your ability to sell your notes as the optional redemption date or period approaches.

Survivor's Option may be limited in amount.

We will have a discretionary right to limit the aggregate principal amount of notes subject to the Survivor's Option that may be exercised in any calendar year to an amount equal to the greater of \$2,000,000 or 2% of the outstanding principal amount of all notes outstanding as of the end of the most recent calendar year. We also have the discretionary right to limit to \$250,000 in any calendar year the aggregate principal amount of notes subject to the Survivor's Option that may be exercised in such calendar year on behalf of any individual deceased beneficial owner of notes. Accordingly, no assurance can be given that exercise of the Survivor's Option for the desired amount will be permitted in any single calendar year.

We cannot assure that a trading market for your notes will ever develop or be maintained.

In evaluating the notes, you should assume that you will be holding the notes until their stated maturity. The notes are a new issue of securities. We cannot assure you that a trading market for your notes will ever develop, be liquid or be maintained. Many factors independent of our creditworthiness affect the trading market for and market value of your notes. Those factors include, without limitation:

• the method of calculating the principal and interest for the notes;

• the time remaining to the stated maturity of the notes;

• the outstanding amount of the notes;

• the redemption or repayment features of the notes; and

• the level, direction and volatility of interest rates generally.

There may be a limited number of buyers when you decide to sell your notes. This may affect the price you receive for your notes or your ability to sell your notes at all.

Changes in banks' inter-bank lending rate reporting practices or the method pursuant to which the LIBOR rates are determined may adversely affect the value of your floating rate notes.

Beginning in 2008, concerns have been raised that some of the member banks surveyed by the British Bankers' Association (the "BBA") in connection with the calculation of daily LIBOR rates may have been under-reporting the inter-bank lending rate applicable to them in order to avoid an appearance of capital insufficiency or adverse reputational or other consequences that may result from reporting higher inter-bank lending rates. Inquiries remain ongoing, including investigations by regulators and governmental authorities in various jurisdictions, and if such under-reporting occurred, it may have resulted in the LIBOR rate being artificially low. If any such under-reporting still exists and some or all of the member banks discontinue such practice, there may be a resulting sudden or prolonged upward movement in LIBOR rates. In addition, in August 2008 the BBA announced that it was changing the LIBOR rate-fixing process by increasing the number of banks surveyed to set the LIBOR rate. The BBA has taken steps intended to strengthen the oversight of the process and review biannually the composition of the panels of banks surveyed to set the LIBOR rate. In addition, the final report of the Wheatley Review of LIBOR, published in September 2012, set forth recommendations relating to the setting and administration of LIBOR, and the UK government has announced that it intends to incorporate these recommendations in new legislation. At the present time it is uncertain what changes, if any, may be made by the UK government or other governmental or regulatory authorities in the method for determining LIBOR or whether these changes would cause any decrease or increase in LIBOR rates. Any changes in the method pursuant to which the LIBOR rates are determined, or the development of a widespread market view that LIBOR rates have been or are being manipulated by members of the bank panel, may result in a sudden or prolonged increase or decrease in the reported LIBOR rates. If that were to occur, the level of

interest payments and the value of the floating rate notes may be adversely affected. If your floating rate notes are subject to a maximum rate specified in your pricing supplement, you may not benefit from any such increase in LIBOR rates because the interest on your floating rate notes will be subject to the maximum rate. As a result, the amount of interest payable for your floating rate notes may be significantly less than it would have been had you invested in a similar investment instrument not subject to such a maximum interest rate.

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Your investment in the floating rate notes will involve certain risks not associated with an investment in conventional debt securities. You should consider carefully the following discussion of risks before you decide that an investment in the floating rate notes is suitable for you.

Floating rate notes present different investment considerations than fixed rate notes. For notes with only floating rates, the rate of interest paid by us on the notes for each applicable interest period is not fixed, but will vary depending on LIBOR and accordingly could be substantially less than the rates of interest we would pay on fixed rate notes of the same maturity. Additionally, the notes may change the interest rate or interest rate formula in relation to LIBOR at one or more points during the term of such notes (often referred to as a "step up" feature) or may switch from floating to fixed rate or from a fixed to a floating rate during the term of the notes. Consequently, the return on the notes may be less than returns otherwise payable on fixed rate debt securities issued by us with similar maturities whose interest rates cannot change. The variable interest rate on the notes, while determined, in part, by reference to LIBOR, may not actually pay at such rates. Furthermore, we have no control over any fluctuations in LIBOR.

If the relevant pricing supplement specifies a maximum rate, the interest rate for any interest period will be limited by the maximum rate. The maximum rate will limit the amount of interest you may receive for each such interest period, even if the fixed or floating rate component, as adjusted by any spread factor, if applicable, and/or a spread, if applicable, would have otherwise resulted in an interest rate greater than the maximum rate. As a result, if the interest rate for any interest period without taking into consideration the maximum rate would have been greater than the maximum rate, the notes will provide you less interest income than an investment in a similar instrument that is not subject to a maximum interest rate.

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### DESCRIPTION OF NOTES

The following description of the particular terms of the notes being offered supplements and, to the extent inconsistent with or otherwise specified in an applicable pricing supplement, replaces the description of the general terms and provisions of the debt securities set forth under the heading "Description of Our Debt Securities" in the accompanying prospectus. Unless otherwise specified in an applicable pricing supplement, the notes will have the terms described below. Capitalized terms used but not defined below have the meanings given to them in the accompanying prospectus and in the indenture relating to the notes.

The notes being offered by this prospectus supplement, the accompanying prospectus and the applicable pricing supplement will be issued under an indenture, dated as of February 16, 2012, as amended and as supplemented from time to time. U.S. Bank National Association was appointed as trustee, as successor to American Stock Transfer & Trust Company, LLC, pursuant to an Agreement of Resignation, Appointment and Acceptance dated as of March 9, 2012. The indenture is more fully described in the accompanying prospectus. The indenture does not limit the aggregate amount of debt securities that may be issued under it and provides that the debt securities may be issued under it from time to time in one or more series. The following statements are summaries of the material provisions of the indenture and the notes. These summaries do not purport to be complete and are qualified in their entirety by reference to the indenture, including for the definitions of certain terms. From time to time we may offer other debt securities either publicly or through private placement having maturities, interest rates, covenants and other terms that may differ materially from the terms of the notes described herein and in any pricing supplement.

The notes constitute a single series of debt securities for purposes of the indenture and are unlimited in aggregate principal amount under the terms of the indenture. Our board of directors has authorized the issuance and sale of the notes from time to time, up to an aggregate principal amount of \$1.5 billion. As of November 6, 2014, \$837.5 million aggregate principal amount of notes has been issued.

Notes issued in accordance with this prospectus supplement, the accompanying prospectus and the applicable pricing supplement will have the following general characteristics:

- the notes will be our direct unsecured senior obligations and will rank equally with all of our other unsecured senior indebtedness from time to time outstanding;
- the notes may be offered from time to time by us through the Purchasing Agent and each note will mature on a day that is at least 12 months from its date of original issuance;
- each note may be issued with a fixed or floating interest rate; any floating interest rate will be based on LIBOR;
- the notes will not be subject to any sinking fund; and
- the minimum denomination of the notes will be \$1,000 (unless otherwise stated in the pricing supplement).

In addition, the pricing supplement relating to each offering of notes will describe specific terms of the notes, including but not limited to:

- the stated maturity;
- the denomination of your notes;
- the price at which we originally issue your notes, expressed as a percentage of the principal amount, and the original issue date;
- whether your notes are fixed rate notes or floating rate notes;
- if your notes are fixed rate notes, the annual rate at which your notes will bear interest, or the periodic rates in the case of notes that bear different rates at different times during the term of the notes, and the interest payment dates, if different from those stated below under "—Interest Rates—Fixed Rate Notes;"
- if your notes are floating rate notes, the interest rate, spread or spread multiplier or initial base rate, maximum rate and/or minimum rate; if there is more than one spread to be applied at different times during the term of the notes for your interest rate, which spread during which periods applies to your notes; and the interest reset, determination, calculation and payment dates, all of which we describe under "—Interest Rates—Floating Rate Notes" below;
- if applicable, the circumstances under which your notes may be redeemed at our option or repaid at the holder's option before the stated maturity, including any redemption commencement date, repayment date(s), redemption price(s) and redemption period(s), all of which we describe under "—Redemption and Repayment" below;

whether the authorized representative of the holder of a beneficial interest in the notes will have the right to seek repayment upon the death of the holder as described under "—Survivor's Option;"  
any special U.S. federal income tax consequences of the purchase, ownership and disposition of the notes; and  
any other significant terms of your notes, which could be different from those described in this prospectus supplement and the accompanying prospectus, but in no event inconsistent with the indenture.

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We may at any time purchase notes at any price or prices in the open market or otherwise. Notes so purchased by us may, at our discretion, be held, resold or surrendered to the trustee for cancellation.

### Types of Notes

We may issue either of the two types of notes described below. Notes may have elements of each of the two types of notes described below. For example, notes may bear interest at a fixed rate for some periods and at a floating rate in others.

**Fixed Rate Notes.** Notes of this type will bear interest at one or more fixed rates described in your pricing supplement.

Fixed rate notes will bear interest from their original issue date or from the most recent date to which interest on the notes has been paid or made available for payment. Interest will accrue on the principal of fixed rate notes at the fixed rate or rates per annum stated in your pricing supplement during the applicable time periods as stated in your pricing supplement, until the principal is paid or made available for payment. Each payment of interest due on an interest payment date or the maturity will include interest accrued from and including the last date to which interest has been paid, or made available for payment, or from the issue date if none has been paid or made available for payment, to but excluding the interest payment date or maturity. We will compute interest on fixed rate notes on the basis of a 360-day year of twelve 30-day months (the 30/360 (ISDA) day count convention) unless your pricing supplement provides that we will compute interest on a different basis. We will pay interest on each interest payment date and at maturity as described below under "—Payments of Principal and Interest." Notes may be offered that switch from a fixed rate to a floating rate or from a floating rate to a fixed rate during the term of the notes.

**Floating Rate Notes.** Notes of this type will bear interest at rates that are determined by reference to an interest rate formula based on LIBOR. In some cases, the rates may also be adjusted by adding or subtracting a spread in relation to LIBOR or multiplying by a spread multiplier and may be subject to a minimum rate and/or a maximum rate. The various interest rate formulas and these other features are described below in "—Interest Rates—Floating Rate Notes." If your notes are floating rate notes, the formula and any adjustments that apply to the interest rate will be specified in your pricing supplement.

Floating rate notes will bear interest from their original issue date or from the most recent date to which interest on the notes has been paid or made available for payment. Interest will accrue on the principal of floating rate notes at a rate per annum determined according to the interest rate formula stated in your pricing supplement during the applicable interest rate periods as stated in your pricing supplement, until the principal is paid or made available for payment. We will pay interest on each interest payment date and at maturity as described below "—Payments of Principal and Interest." Notes may be offered that switch from a fixed rate to a floating rate or from a floating rate to a fixed rate during the term of the notes.

### Interest Rates

This subsection describes the different kinds of interest rates that may apply to your notes, as specified in your pricing supplement.

**Fixed Rate Notes.** Fixed rate notes will bear interest from their original issue date or from the most recent date to which interest on the notes has been paid or made available for payment. Interest will accrue on the principal of fixed rate notes at the fixed yearly rate or rates stated in your pricing supplement during the applicable time periods as stated in your pricing supplement, until the principal is paid or made available for payment. Your pricing supplement will describe the interest periods and relevant interest payment dates on which interest on fixed rate notes will be payable. Each payment of interest due on an interest payment date or the maturity will include interest accrued from and including the last date to which interest has been paid, or made available for payment, or from the issue date if none has been paid or made available for payment, to but excluding the interest payment date or the maturity. We will compute interest on fixed rate notes on the basis of a 360-day year of twelve 30-day months (the 30/360 (ISDA) day count convention), unless your pricing supplement provides that we will compute interest on a different basis. We will pay interest on each interest payment date and at maturity as described below under "—Payments of Principal and Interest."

**Floating Rate Notes.** Floating rate notes will bear interest at rates that are determined by reference to an interest rate formula based on LIBOR. In some cases, the rates may also be adjusted by adding or subtracting a spread in relation

to LIBOR or multiplying by a spread multiplier and may be subject to a minimum rate and/or a maximum rate. If your note is a floating rate note, the formula and any adjustments that apply to the interest rate will be specified in your pricing supplement.

Each floating rate note will bear interest from its original issue date or from the most recent date to which interest on the note has been paid or made available for payment. Interest will accrue on the principal of a floating rate note at a rate per annum determined according to the interest rate formula stated in the pricing supplement during the applicable interest rate

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period specified in your pricing supplement, until the principal is paid or made available for payment. We will pay interest on each interest payment date and at maturity as described below under "—Payment of Principal and Interest." In addition, the following will apply to floating rate notes.

### Initial Base Rate

Unless otherwise specified in your pricing supplement, for floating rate notes, the initial base rate will be the applicable LIBOR base rate in effect from and including the original issue date to but excluding the initial interest reset date. We will specify the initial LIBOR base rate in your pricing supplement.

### Spread or Spread Multiplier

In some cases, the base rate for floating rate notes may be adjusted:

- by adding or subtracting a specified number of basis points, called the spread, with one basis point being 0.01%; or
- by multiplying the base rate by a specified percentage, called the spread multiplier.

If you purchase floating rate notes, your pricing supplement will specify whether a spread or spread multiplier will apply to your notes and, if so, the amount of the applicable spread or spread multiplier and any increases or decreases in the spread or spread multiplier during the term of your notes.

### Maximum and Minimum Rates

The actual interest rate, after being adjusted by the spread or spread multiplier, may also be subject to either or both of the following limits:

- a maximum rate—i.e., a specified upper limit that the actual interest rate in effect at any time may not exceed; and/or
- a minimum rate—i.e., a specified lower limit that the actual interest rate in effect at any time may not fall below.

If you purchase floating rate notes, your pricing supplement will specify whether a maximum rate and/or minimum rate will apply to your notes and, if so, what those rates are.

Whether or not a maximum rate applies, the interest rate on floating rate notes will in no event be higher than the maximum rate permitted by New York law, as it may be modified by U.S. law of general application. Under current New York law, the maximum rate of interest, with some exceptions, for any loan in an amount less than \$250,000 is 16% and for any loan in the amount of \$250,000 or more but less than \$2,500,000 is 25%, per year on a simple interest basis. These limits do not apply to loans of \$2,500,000 or more.

The rest of this subsection describes how the interest rate and the interest payment dates will be determined, and how interest will be calculated, on floating rate notes.

### Interest Reset Dates

Except as otherwise specified in your pricing supplement, the rate of interest on floating rate notes will be reset, by the calculation agent described below, daily, weekly, monthly, quarterly, semi-annually or annually (each, an "interest reset period"). The date on which the interest rate resets and the reset rate becomes effective is called the interest reset date. Except as otherwise specified in your pricing supplement, the interest reset date will be as follows:

- for floating rate notes that reset daily, each London business day (as defined below);
- for floating rate notes that reset weekly, the Wednesday of each week;
- for floating rate notes that reset monthly, the third Wednesday of each month;
- for floating rate notes that reset quarterly, the third Wednesday of each of four months of each year as specified in your pricing supplement;
- for floating rate notes that reset semi-annually, the third Wednesday of each of two months of each year as specified in your pricing supplement; and
- for floating rate notes that reset annually, the third Wednesday of one month of each year as specified in your pricing supplement.

For floating rate notes, the interest rate in effect on any particular day will be the interest rate determined with respect to the latest interest reset date that occurs on or before that day. There are several exceptions, however, to the reset provisions described above.

Interest reset dates are subject to adjustment, as described below under "—Business Day Conventions."

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The base rate in effect from and including the original issue date to but excluding the first interest reset date will be the initial base rate. For floating rate notes that reset daily or weekly, the base rate in effect for each day following the fifth business day before an interest payment date to, but excluding, the interest payment date, and for each day following the fifth business day before the maturity to, but excluding, the maturity, will be the base rate in effect on that fifth business day.

### Interest Determination Dates

The interest rate that takes effect on an interest reset date will be determined by the calculation agent for the LIBOR base rates by reference to a particular date called an interest determination date. Except as otherwise specified in your pricing supplement, the interest determination date relating to a particular interest reset date will be the second London business day preceding the interest reset date. We refer to an interest determination date for LIBOR notes as a LIBOR interest determination date.

### Interest Calculation Date

The interest rate that takes effect on a particular interest reset date will be determined by reference to the corresponding interest determination date or interest reset date, as applicable. For some notes, however, the calculation agent will set the rate on a day no later than the corresponding interest calculation date. Unless otherwise specified in your pricing supplement, the interest calculation date for rates to which a calculation date applies will be the business day immediately preceding the date on which interest will next be paid (on an interest payment date or the maturity, as the case may be). The calculation agent need not wait until the relevant interest calculation date to determine the interest rate if the rate information it needs to make the determination is available from the relevant sources sooner.

### Interest Rate Calculations

Interest payable on floating rate notes for any particular interest period will be calculated as described below using an interest factor, expressed as a decimal, applicable to each day during the applicable interest period, unless otherwise specified in your pricing supplement.

Calculations relating to floating rate notes will be made by the calculation agent, an institution that we appoint as our agent for this purpose. We have initially appointed U.S. Bank National Association as our calculation agent for any floating rate notes. We may specify a different calculation agent in your pricing supplement. The applicable pricing supplement for your floating rate note will name the institution that we have appointed to act as the calculation agent for that note as of its original issue date. We may appoint a different institution to serve as calculation agent from time to time after the original issue date of your floating rate note without your consent and without notifying you of the change. Absent manifest error, all determinations of the calculation agent will be final and binding on you and us, without any liability on the part of the calculation agent.

For floating rate notes, the calculation agent will determine, on the corresponding interest calculation date or interest determination date, as described below, the interest rate that takes effect on each interest reset date. In addition, the calculation agent will calculate the amount of interest that has accrued during each interest period—i.e., the period from and including the original issue date, or the last date to which interest has accrued (which may be the interest payment date or any interest reset date in accordance with the business day convention), to but excluding the next date to which interest will accrue (which may be the interest payment date or any interest reset date in accordance with the business day convention). For each interest period, the calculation agent will calculate the amount of accrued interest by multiplying the face amount of the floating rate note by an accrued interest factor for the interest period. Such accrued interest rate factor is determined by multiplying the applicable interest rate for the period by the day count fraction. The day count fraction will be determined in accordance with the 30/360 (ISDA) day count convention, where the number of days in the interest period in respect of which payment is being made is divided by 360, calculated on a formula basis as follows:

where:

"Y1" is the year, expressed as a number, in which the first day of the interest period falls;

"Y2" is the year, expressed as a number, in which the day immediately following the last day included in the interest period falls;

"M1" is the calendar month, expressed as a number, in which the first day of the interest period falls;

"M2" is the calendar month, expressed as a number, in which the day immediately following the last day included in the interest period falls;

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"D1" is the first calendar day, expressed as a number, of the interest period, unless such number would be 31, in which case D1 will be 30; and

"D2" is the calendar day, expressed as a number, immediately following the last day included in the interest period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30.

Upon the request of the holder of any floating rate note, the calculation agent will provide the interest rate then in effect, and, if determined, the interest rate that will become effective on the next interest reset date with respect to such floating rate note.

All percentages resulting from any calculation relating to any note will be rounded upward or downward, as appropriate, to the next higher or lower one hundred-thousandth of a percentage point, e.g., 9.876541% (or .09876541) being rounded down to 9.87654% (or .0987654) and 9.876545% (or .09876545) being rounded up to 9.87655% (or .0987655). All amounts used in or resulting from any calculation relating to any note will be rounded upward or downward to the nearest cent.

### Sources and Corrections

If we refer to a rate as set forth on a display page, other published source, information vendor or other vendor officially designated by the sponsor of that rate, if there is a successor source for the display page, other published source, information vendor or other official vendor, we refer to that successor source as applicable as determined by the calculation agent. When we refer to a particular heading or headings on any of those sources, those references include any successor or replacement heading or headings as determined by the calculation agent.

If the applicable rate is based on information obtained from a Reuters screen, that rate will be subject to the corrections, if any, published on that Reuters screen within one hour of the time that rate was first displayed on such source.

### LIBOR Calculation

LIBOR, with respect to the base rate and any interest reset date, will be the London interbank offered rate for deposits in U.S. dollars for the index maturity specified in your pricing supplement, appearing on the Reuters screen LIBOR page as of approximately 11:00 A.M., London time, on the relevant LIBOR interest determination date.

If the rate described above does not so appear on the Reuters screen LIBOR page, then LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars are offered by four major banks in the London interbank market selected by the calculation agent at approximately 11:00 A.M., London time, on the relevant LIBOR interest determination date, to prime banks in the London interbank market for a period of the specified index maturity, beginning on the relevant interest reset date, and in a representative amount. The calculation agent will request the principal London office of each of these major banks to provide a quotation of its rate. If at least two quotations are provided, LIBOR for the relevant interest reset date will be the arithmetic mean of the quotations.

If fewer than two of the requested quotations described above are provided, LIBOR for the relevant interest reset date will be the arithmetic mean of the rates quoted by major banks in New York City selected by the calculation agent, at approximately 11:00 A.M., New York City time (or the time in the relevant principal financial center), on the relevant interest reset date, for loans in U.S. dollars (or the index currency) to leading European banks for a period of the specified index maturity, beginning on the relevant interest reset date, and in a representative amount.

If no quotation is provided as described in the preceding paragraph, then the calculation agent, after consulting such sources as it deems comparable to any of the foregoing quotations or display page, or any such source as it deems reasonable from which to estimate LIBOR or any of the foregoing lending rates, shall determine LIBOR for that interest reset date in its sole discretion.

For the purpose of this section, we define the term "index maturity" as the interest rate period of LIBOR on which the interest rate formula is based as specified in your pricing supplement.

In all cases, if the stated maturity or any earlier redemption date or repayment date with respect to any note falls on a day that is not a business day, any payment of principal, premium, if any, and interest otherwise due on such day will be made on the next succeeding business day, and no interest on such payment shall accrue for the period from and after such stated maturity, redemption date or repayment date, as the case may be.

### Business Days

The term "London business day" will apply to your floating rate notes, as specified in your pricing supplement, and it means each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in London generally are authorized or obligated by law, regulation or executive order to close and is also a day on which dealings in the applicable index currency are transacted in the London interbank market.

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Table of Contents**Business Day Convention**

The business day convention that will apply to your notes is the "following business day convention." The "following business day convention" means, for any interest payment date or interest reset date, other than the maturity, if such date would otherwise fall on a day that is not a business day, then such date will be postponed to the next day that is a business day.

**Payment of Principal and Interest**

Principal of and interest on beneficial interests in the notes will be made in accordance with the arrangements then in place between the paying agent and The Depository Trust Company (referred to as "DTC") and its participants as described under "Registration and Settlement—The Depository Trust Company." Payments in respect of any notes in certificated form will be made as described under "Registration and Settlement—Registration, Transfer and Payment of Certificated Notes."

Interest on each note will be payable either monthly, quarterly, semi-annually or annually on each interest payment date and at the note's stated maturity or on the date of redemption or repayment if a note is redeemed or repaid prior to maturity. Interest is payable to the person in whose name a note is registered at the close of business on the regular record date before each interest payment date. Interest due at a note's stated maturity or on a date of redemption or repayment will be payable to the person to whom principal is payable.

We will pay any administrative costs imposed by banks in connection with making payments in immediately available funds, but any tax, assessment or governmental charge imposed upon any payments on a note, including, without limitation, any withholding tax, is the responsibility of the holders of beneficial interests in the note in respect of which such payments are made.

**Payment and Record Dates for Interest**

Interest on the notes will be paid as follows:

| Interest Payment Frequency | Interest Payment Dates                                                                                                 |
|----------------------------|------------------------------------------------------------------------------------------------------------------------|
| Monthly                    | Fifteenth day of each calendar month, beginning in the first calendar month following the month the note was issued.   |
| Quarterly                  | Fifteenth day of every third month, beginning in the third calendar month following the month the note was issued.     |
| Semi-annually              | Fifteenth day of every sixth month, beginning in the sixth calendar month following the month the note was issued.     |
| Annually                   | Fifteenth day of every twelfth month, beginning in the twelfth calendar month following the month the note was issued. |

The regular record date for any interest payment date will be the first day of the calendar month in which the interest payment date occurs, except that the regular record date for interest due on the note's stated maturity date or date of earlier redemption or repayment will be that particular date. For the purpose of determining the holder at the close of business on a regular record date when business is not being conducted, the close of business will mean 5:00 P.M., New York City time, on that day.

Interest on a note will be payable beginning on the first interest payment date after its date of original issuance to holders of record on the corresponding regular record date.

"Business day" means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation to close in The City of New York.

**Redemption and Repayment**

Unless we otherwise provide in the applicable pricing supplement, a note will not be redeemable or repayable prior to its stated maturity date.

If the pricing supplement states that the note will be redeemable at our option prior to its stated maturity date, then on such date or dates specified in the pricing supplement, we may redeem those notes at our option either in whole or from time to time in part, upon not less than 30 nor more than 60 days' written notice to the holder of those notes.

If the pricing supplement states that your note will be repayable at your option prior to its stated maturity date, we will require receipt of notice of the request for repayment at least 30 but not more than 60 days prior to the date or dates

specified in

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the pricing supplement. We also must receive the completed form entitled "Option to Elect Repayment." Exercise of the repayment option by the holder of a note is irrevocable.

Since the notes will be represented by a global note, DTC or its nominee will be treated as the holder of the notes; therefore DTC or its nominee will be the only entity that receives notices of redemption of notes from us, in the case of our redemption of notes, and will be the only entity that can exercise the right to repayment of notes, in the case of optional repayment. See "Registration and Settlement."

To ensure that DTC or its nominee will timely exercise a right to repayment with respect to a particular beneficial interest in a note, the beneficial owner of the interest in that note must instruct the broker or other direct or indirect participant through which it holds the beneficial interest to notify DTC or its nominee of its desire to exercise a right to repayment. Because different firms have different cut-off times for accepting instructions from their customers, each beneficial owner should consult the broker or other direct or indirect participant through which it holds an interest in a note to determine the cut-off time by which the instruction must be given for timely notice to be delivered to DTC or its nominee. Conveyance of notices and other communications by DTC or its nominee to participants, by participants to indirect participants and by participants and indirect participants to beneficial owners of the notes will be governed by agreements among them and any applicable statutory or regulatory requirements.

The redemption or repayment of a note normally will occur on the interest payment date or dates following receipt of a valid notice. Unless otherwise specified in the pricing supplement, the redemption or repayment price will equal 100% of the principal amount of the note plus unpaid interest accrued to the date or dates of redemption or repayment. We may at any time purchase notes at any price or prices in the open market or otherwise. We may also purchase notes otherwise tendered for repayment by a holder or tendered by a holder's duly authorized representative through exercise of the Survivor's Option described below. If we purchase the notes in this manner, we have the discretion to either hold, resell or surrender the notes to the trustee for cancellation.

### Survivor's Option

The "Survivor's Option" is a provision in a note pursuant to which we agree to repay that note, if requested by the authorized representative of the beneficial owner of that note, following the death of the beneficial owner of the note, so long as the note was owned by that beneficial owner or the estate of that beneficial owner at least six months prior to the request. The pricing supplement relating to each offering of notes will state whether the Survivor's Option applies to those notes.

If a note is entitled to a Survivor's Option, upon the valid exercise of the Survivor's Option and the proper tender of that note for repayment, we will, at our option, repay or repurchase that note, in whole or in part, at a price equal to 100% of the principal amount of the deceased beneficial owner's interest in that note plus unpaid interest accrued to the date of repayment.

To be valid, the Survivor's Option must be exercised by or on behalf of the person who has authority to act on behalf of the deceased beneficial owner of the note (including, without limitation, the personal representative or executor of the deceased beneficial owner or the surviving joint owner with the deceased beneficial owner) under the laws of the applicable jurisdiction.

The death of a person holding a beneficial ownership interest in a note as a joint tenant or tenant by the entirety with another person, or as a tenant in common with the deceased holder's spouse, will be deemed the death of a beneficial owner of that note, and the entire principal amount of the note so held will be subject to repayment by us upon request. However, the death of a person holding a beneficial ownership interest in a note as tenant in common with a person other than such deceased holder's spouse will be deemed the death of a beneficial owner only with respect to such deceased person's interest in the note.

The death of a person who, during his or her lifetime, was entitled to substantially all of the beneficial ownership interests in a note will be deemed the death of the beneficial owner of that note for purposes of the Survivor's Option, regardless of whether that beneficial owner was the registered holder of that note, if entitlement to those interests can be established to the satisfaction of the trustee. A beneficial ownership interest will be deemed to exist in typical cases of nominee ownership, ownership under the Uniform Transfers to Minors Act or Uniform Gifts to Minors Act, community property or other joint ownership arrangements between a husband and wife. In addition, a beneficial ownership interest will be deemed to exist in custodial and trust arrangements where one person has all of the

beneficial ownership interests in the applicable note during his or her lifetime.

We have the discretionary right to limit the aggregate principal amount of notes as to which exercises of the Survivor's Option shall be accepted by us from authorized representatives of all deceased beneficial owners in any calendar year to an amount equal to the greater of \$2,000,000 or 2% of the principal amount of all notes outstanding as of the end of the most recent calendar year. We also have the discretionary right to limit to \$250,000 in any calendar year the aggregate principal amount of notes as to which exercises of the Survivor's Option shall be accepted by us from the authorized representative of

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any individual deceased beneficial owner of notes in such calendar year. In addition, we will not permit the exercise of the Survivor's Option except in principal amounts of \$1,000 and multiples of \$1,000.

An otherwise valid election to exercise the Survivor's Option may not be withdrawn. Each election to exercise the Survivor's Option will be accepted in the order that elections are received by the trustee, except for any note the acceptance of which would contravene any of the limitations described in the preceding paragraph. Notes accepted for repayment through the exercise of the Survivor's Option normally will be repaid on the first interest payment date that occurs 20 or more calendar days after the date of the acceptance. For example, if the acceptance date of a note tendered through a valid exercise of the Survivor's Option is September 1, 2014, and interest on that note is paid monthly, we would normally, at our option, repay that note on the interest payment date occurring on October 15, 2014, because the September 15, 2014 interest payment date would occur less than 20 days from the date of acceptance. Each tendered note that is not accepted in any calendar year due to the application of any of the limitations described in the preceding paragraph will be deemed to be tendered in the following calendar year in the order in which all such notes were originally tendered. If a note tendered through a valid exercise of the Survivor's Option is not accepted, the trustee will deliver a notice by first-class mail to the registered holder, at that holder's last known address as indicated in the note register, that states the reason that note has not been accepted for repayment. With respect to notes represented by a global note, DTC or its nominee is treated as the holder of the notes and will be the only entity that can exercise the Survivor's Option for such notes. To obtain repayment pursuant to exercise of the Survivor's Option for a note, the deceased beneficial owner's authorized representative must provide the following items to the broker or other entity through which the beneficial interest in the note is held by the deceased beneficial owner:

- a written instruction to such broker or other entity to notify DTC of the authorized representative's desire to obtain repayment pursuant to exercise of the Survivor's Option;
- appropriate evidence satisfactory to the trustee (a) that the deceased was the beneficial owner of the note at the time of death and his or her interest in the note was owned by the deceased beneficial owner or his or her estate at least six months prior to the request for repayment, (b) that the death of the beneficial owner has occurred, (c) of the date of death of the beneficial owner, and (d) that the representative has authority to act on behalf of the beneficial owner;
- if the interest in the note is held by a nominee of the deceased beneficial owner, a certificate satisfactory to the trustee from the nominee attesting to the deceased's beneficial ownership of such note;
- written request for repayment signed by the authorized representative of the deceased beneficial owner with the signature guaranteed by a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc. or a commercial bank or trust company having an office or correspondent in the United States;
- if applicable, a properly executed assignment or endorsement;
- tax waivers and any other instruments or documents that the trustee reasonably requires in order to establish the validity of the beneficial ownership of the note and the claimant's entitlement to payment; and
- any additional information the trustee reasonably requires to evidence satisfaction of any conditions to the exercise of the Survivor's Option or to document beneficial ownership or authority to make the election and to cause the repayment of the note.

In turn, the broker or other entity will deliver each of these items to the trustee, together with evidence satisfactory to the trustee from the broker or other entity stating that it represents the deceased beneficial owner.

The death of a person owning a note in joint tenancy or tenancy by the entirety with another or others shall be deemed the death of the holder of the note, and the entire principal amount of the note so held shall be subject to repayment, together with interest accrued thereon to the repayment date. The death of a person owning a note by tenancy in common shall be deemed the death of a holder of a note only with respect to the deceased holder's interest in the note so held by tenancy in common; except that in the event a note is held by husband and wife as tenants in common, the death of either shall be deemed the death of the holder of the note, and the entire principal amount of the note so held shall be subject to repayment. The death of a person who, during his or her lifetime, was entitled to substantially all of the beneficial interests of ownership of a note, shall be deemed the death of the holder thereof for purposes of this provision, regardless of the registered holder, if such beneficial interest can be established to the satisfaction of the

trustee and us. Such beneficial interest shall be deemed to exist in typical cases of nominee ownership, ownership under the Uniform Gifts to Minors Act, the Uniform Transfers to Minors Act, community property or other joint ownership arrangements between a husband and wife and trust arrangements where one person has substantially all of the beneficial ownership interest in the note during his or her lifetime.

We retain the right to limit the aggregate principal amount of notes as to which exercises of the Survivor's Option applicable to the notes will be accepted in any one calendar year as described above. All other questions regarding the eligibility or validity of any exercise of the Survivor's Option will be determined by the trustee, in its sole discretion, which determination will be final and binding on all parties.

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The broker or other entity will be responsible for disbursing payments received from the trustee to the authorized representative. See "Registration and Settlement."

Forms for the exercise of the Survivor's Option may be obtained from the Trustee at 100 Wall Street, Suite 1600, New York, NY 10005, Attention: General Counsel.

If applicable, we will comply with the requirements of Section 14(e) of the Exchange Act, and the rules promulgated thereunder, and any other securities laws or regulations in connection with any repayment of notes at the option of the registered holders or beneficial owners thereof.

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

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

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

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

#### Overview

In this report, the terms "Prospect," "we," "us" and "our" mean Prospect Capital Corporation and its subsidiaries unless the context specifically requires otherwise.

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 incorporated in Maryland. We have elected to be regulated as a business development company ("BDC") under the Investment Company Act of 1940 (the "1940 Act"). As a BDC, we have elected to be treated as a regulated investment company ("RIC"), under Subchapter M of the Internal Revenue Code of 1986 (the "Code"). We invest primarily in senior and subordinated debt and equity of companies in need of capital for acquisitions, divestitures, growth, development, recapitalizations and other purposes. We work with the management teams or financial sponsors to seek investments with historical cash flows, asset collateral or contracted pro-forma cash flows.

On May 15, 2007, we formed a wholly-owned subsidiary Prospect Capital Funding LLC ("PCF"), a Delaware limited liability company and a bankruptcy remote special purpose entity, which holds certain of our portfolio loan investments that are used as collateral for the revolving credit facility at PCF. Our wholly-owned subsidiary Prospect Small Business Lending, LLC ("PSBL") was formed on January 27, 2014 and purchases a series of small business whole loans on a recurring basis, which are originated by OnDeck Capital, Inc. ("OnDeck") and Direct Capital Corporation ("Direct Capital"), online small business lenders. Both of these subsidiaries have been consolidated since their formation.

Effective July 1, 2014, we began consolidating certain of our wholly-owned and substantially wholly-owned holding companies formed by us in order to facilitate our investment strategy. As of and for the three months ended September 30, 2014, the following companies are included in our consolidated financial statements: AMU Holdings Inc.; APH Property Holdings, LLC; Arctic Oilfield Equipment USA, Inc.; CCPI Holdings Inc.; CP Holdings of Delaware LLC; Credit Central Holdings of Delaware, LLC; Energy Solutions Holdings Inc.; First Tower Holdings of Delaware LLC; Harbortouch Holdings of Delaware Inc.; MITY Holdings of Delaware Inc.; Nationwide Acceptance Holdings LLC; NMMB Holdings, Inc.; NPH Property Holdings, LLC; STI Holding, Inc.; UPH Property Holdings, LLC; Valley Electric Holdings I, Inc.; Valley Electric Holdings II, Inc.; and Wolf Energy Holdings Inc. We collectively refer to these entities as the "Consolidated Holding Companies."

We currently have nine origination strategies in which we make investments: (1) lending in private equity sponsored transactions, (2) lending directly to companies not owned by private equity firms, (3) control investments in corporate operating companies, (4) control investments in financial companies, (5) investments in structured credit, (6) real estate investments, (7) investments in syndicated debt, (8) aircraft leasing and (9) online lending. We continue to evaluate other origination strategies in the ordinary course of business with no specific tops-down allocation to any single origination strategy.

**Lending in Private Equity Sponsored Transactions** – We make loans to companies which are controlled by leading private equity firms. This debt can take the form of first lien, second lien, unitranche or unsecured loans. In making these investments, we look for a diversified customer base, recurring demand for the product or service, barriers to entry, strong historical cash flow and experienced management teams. These loans typically have significant equity subordinate to our loan position. Historically, this strategy has comprised approximately 50%-60% of our business, but more recently it is less than 50% of our business.

**Lending Directly to Companies** – We provide debt financing to companies owned by non-private equity firms, the company founder, a management team or a family. Here, in addition to the strengths we look for in a sponsored

transaction, we also look for the alignment with the management team with significant invested capital. This strategy often has less competition than the private equity sponsor strategy because such company financing needs are not easily addressed by banks and often require more diligence preparation. Direct lending can result in higher returns and lower leverage than sponsor transactions and

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may include warrants or equity to us. Historically, this strategy has comprised approximately 5%-15% of our business, but more recently it is less than 5% of our business.

**Control Investments in Corporate Operating Companies** – This strategy involves acquiring controlling stakes in non-financial operating companies. Our investments in these companies are generally structured as a combination of yield-producing debt and equity. We provide certainty of closure to our counterparties, give the seller personal liquidity and generally look for management to continue on in their current roles. This strategy has comprised approximately 10%-15% of our business.

**Control Investments in Financial Companies** – This strategy involves acquiring controlling stakes in financial companies, including consumer direct lending, sub-prime auto lending and other strategies. Our investments in these companies are generally structured as a combination of yield-producing debt and equity. These investments are often structured in a tax-efficient RIC-compliant partnership, enhancing returns. This strategy has comprised approximately 5%-15% of our business.

**Investments in Structured Credit** – We make investments in collateralized loan obligations (“CLOs”), generally taking a significant position in the subordinated interests (equity) of the CLOs. The CLOs include a diversified portfolio of broadly syndicated loans and do not have direct exposure to real estate, mortgages, sub-prime debt, or consumer based debt. The CLOs in which we invest are managed by top-tier collateral managers that have been thoroughly diligenced prior to investment. This strategy has comprised approximately 10%-20% of our business.

**Real Estate Investments** – We make investments in real estate through our three wholly-owned tax-efficient real estate investment trusts (“REITs”), American Property REIT Corp., National Property REIT Corp. and United Property REIT Corp. (collectively, “our REITs”). Our real estate investments are in various classes of fully developed and occupied real estate properties that generate current yields. We seek to identify properties that have historically high occupancy and steady cash flow generation. Our REITs partner with established property managers with experience in managing the property type to manage such properties after acquisition. This is a more recent investment strategy that has comprised approximately 5%-10% of our business.

**Investments in Syndicated Debt** – On an opportunistic basis, we make investments in loans and high yield bonds that have been sold to a syndicate of buyers. Here we look for investments with attractive risk-adjusted returns after we have completed a fundamental credit analysis. These investments are purchased with a long term, buy-and-hold outlook and we look to provide significant structuring input by providing anchoring orders. This strategy has comprised approximately 5%-10% of our business.

**Aircraft Leasing** – We invest debt as well as equity in aircraft assets subject to commercial leases to credit-worthy airlines across the globe. These investments present attractive return opportunities due to cash flow consistency from long-lived assets coupled with hard asset collateral. We seek to deliver risk-adjusted returns with strong downside protection by analyzing relative value characteristics across the spectrum of aircraft types of all vintages. Our target portfolio includes both in-production and out-of-production jet and turboprop aircraft and engines, operated by airlines across the globe. This strategy comprised approximately 1.5% of our business in the fiscal year ended June 30, 2014 and less than 1% as of September 30, 2014.

**Online Lending** – We make investments in loans originated by certain consumer loan and small and medium sized business (“SME”) originators. We purchase each loan in its entirety (i.e., a “whole loan”). The borrowers are consumers and SMEs. The loans are typically serviced by the originators of the loans. This strategy comprised approximately 1% of our business in the fiscal year ended June 30, 2014 and less than 1% as of September 30, 2014.

We invest primarily in first and second lien secured loans and unsecured debt, which in some cases includes an equity component. First and second lien secured loans generally are senior debt instruments that rank ahead of unsecured debt of a given portfolio company. These loans also have the benefit of security interests on the assets of the portfolio company, which may rank ahead of or be junior to other security interests. Our investments in CLOs are subordinated to senior loans and are generally unsecured. We invest in debt and equity positions of CLOs which are a form of securitization in which the cash flows of a portfolio of loans are pooled and passed on to different classes of owners in various tranches. Our CLO investments are derived from portfolios of corporate debt securities which are generally risk rated from BB to B.

We hold many of our control investments in a two-tier structure consisting of a holding company and one or more related operating companies for tax purposes. These holding companies serve various business purposes including concentration of management teams, optimization of third party borrowing costs, improvement of supplier, customer, and insurance terms, and enhancement of co-investments by the management teams. In these cases, our investment in the holding company, generally as equity, its equity investment in the operating company and along with any debt from us directly to the operating company

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structure represents our total exposure for the investment. As of September 30, 2014, as shown in our Consolidated Schedule of Investments, the cost basis and fair value of our investments in controlled companies is \$1,721,493 and \$1,659,997, respectively. This structure gives rise to several of the risks described in our public documents and highlighted in Part I, Item 1A of our Annual Report on Form 10-K for the year ended June 30, 2014. On July 1, 2014, we began consolidating all wholly-owned and substantially wholly-owned holding companies formed by us for the purpose of holding our controlled investments in operating companies. There were no significant effects of consolidating these holding companies as they hold minimal assets other than their investments in the controlled operating companies. Investment company accounting prohibits the consolidation of any operating companies. We seek to be a long-term investor with our portfolio companies. The aggregate fair value of our portfolio investments was \$6,253,493 and \$6,253,739 as of September 30, 2014 and June 30, 2014, respectively. During the three months ended September 30, 2014, our net cost of investments decreased by \$12,802, or 0.2%, as a result of the following: six new investments, several follow-on investments, and three revolver advances totaling \$881,318 (including structuring fees of \$10,515); payment-in-kind interest of \$5,887; net amortization of discounts and premiums of \$13,952; and full repayments on eight investments, sale of four investments, and several partial prepayments and amortization payments totaling \$863,144, net of realized losses totaling \$22,911. Compared to the end of last fiscal year (ended June 30, 2014), net assets increased by \$29,577, or 0.8%, during the three months ended September 30, 2014, from \$3,618,182 to \$3,647,759. This increase resulted from the issuance of new shares of our common stock (less offering costs) in the amount of \$56,095, dividend reinvestments of \$3,640, and \$84,108 from operations. These increases, in turn, were offset by \$114,266 in dividend distributions to our stockholders. The \$84,108 from operations is net of the following: net investment income of \$94,463, net realized loss on investments of \$22,911, and net change in unrealized appreciation on investments of \$12,556.

**First Quarter Highlights****Investment Transactions**

During the three months ended September 30, 2014, we acquired \$457,383 of new investments, completed follow-on investments in existing portfolio companies totaling approximately \$414,935, funded \$9,000 of revolver advances, and recorded PIK interest of \$5,887, resulting in gross investment originations of \$887,205. During the three months ended September 30, 2014, we received full repayments on eight investments, sold four investments, and received several partial prepayments and amortization payments totaling \$863,144. The more significant of these transactions are discussed in "Portfolio Investment Activity."

**Equity Issuance**

During the three months ended September 30, 2014, we sold 5,536,780 shares of our common stock at an average price of \$10.22 per share, and raised \$56,575 of gross proceeds, under our at-the-market offering program (the "ATM Program"). Net proceeds were \$56,095 after commissions to the broker-dealer on shares sold and offering costs. On July 24, 2014, August 21, 2014 and September 18, 2014, we issued 98,503, 129,435 and 113,020 shares of our common stock in connection with the dividend reinvestment plan, respectively.

**Dividend**

On September 24, 2014, we announced the declaration of monthly dividends in the following amounts and with the following dates:

\$0.110625 per share for January 2015 to holders of record on January 30, 2015 with a payment date of February 19, 2015.

**Revolving Credit Facility**

On July 11, 2014 and July 23, 2014, we increased total commitments to the 2012 Facility by \$10,000 and \$10,000, respectively. On August 29, 2014, we renegotiated the 2012 Facility (as defined below) and closed an expanded five and a half year \$800,000 revolving credit facility (the "2014 Facility"). On September 30, 2014, we increased total commitments to the 2014 Facility by \$10,000. The lenders have extended total commitments of \$810,000 as of September 30, 2014.



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## Investment Holdings

As of September 30, 2014, we continue to pursue our investment strategy. At September 30, 2014, approximately \$6,253,493, or 171.4%, of our net assets are invested in 140 long-term portfolio investments and CLOs.

During the three months ended September 30, 2014, we originated \$887,205 of new investments, primarily composed of \$715,014 of debt and equity financing to non-controlled investments, \$133,086 of debt and equity financing to controlled investments, and \$39,105 of subordinated notes in CLOs. Our origination efforts are focused primarily on secured lending to non-control investments to reduce the risk in the portfolio by investing primarily in first lien loans, though we also continue to close select junior debt and equity investments. Our annualized current yield was 12.1% and 11.9% as of June 30, 2014 and September 30, 2014, respectively, across all performing interest bearing investments. The decrease in our current yield is primarily the result of originations at lower rates than our average existing portfolio yield. Monetization of equity positions that we hold and loans on non-accrual status are not included in this yield calculation. In many 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.

We are a non-diversified company within the meaning of the 1940 Act. As required by 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. Under the 1940 Act, "Affiliate Investments" 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. "Non-Control/Non-Affiliate Investments" are those that are neither Control Investments nor Affiliate Investments.

As of September 30, 2014, we own controlling interests in the following portfolio companies: American Property REIT Corp.; Arctic Energy Services, LLC; ARRM Services, Inc.; CCPI Inc.; Change Clean Energy Company, LLC; Coalbed, LLC; CP Energy Services Inc.; Credit Central Loan Company, LLC; Echelon Aviation LLC; First Tower Finance Company LLC; Freedom Marine Solutions, LLC; Gulf Coast Machine & Supply Company; Harbortouch Payments, LLC.; The Healing Staff, Inc.; Manx Energy, Inc.; MITY, Inc.; National Property REIT Corp.; Nationwide Acceptance LLC; NMMB, Inc.; R-V Industries, Inc.; United Property REIT Corp.; Valley Electric Company, Inc.; Wolf Energy, LLC; and Yatesville Coal Company, LLC. We also own an affiliated interest in BNN Holdings Corp. The following shows the composition of our investment portfolio by level of control as of September 30, 2014 and June 30, 2014:

|                                       | September 30, 2014 |                |              |                | June 30, 2014 |                |              |                |   |
|---------------------------------------|--------------------|----------------|--------------|----------------|---------------|----------------|--------------|----------------|---|
| Level of Control                      | Cost               | % of Portfolio | Fair Value   | % of Portfolio | Cost          | % of Portfolio | Fair Value   | % of Portfolio |   |
| Control Investments                   | \$1,721,493        | 27.1           | %\$1,659,997 | 26.6           | %\$1,719,242  | 27.0           | %\$1,640,454 | 26.2           | % |
| Affiliate Investments                 | 46,659             | 0.7            | %46,456      | 0.7            | %31,829       | 0.5            | %32,121      | 0.5            | % |
| Non-Control/Non-Affiliate Investments | 4,590,568          | 72.2           | %4,547,040   | 72.7           | %4,620,451    | 72.5           | %4,581,164   | 73.3           | % |
| Total Investments                     | \$6,358,720        | 100.0          | %\$6,253,493 | 100.0          | %\$6,371,522  | 100.0          | %\$6,253,739 | 100.0          | % |

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The following shows the composition of our investment portfolio by type of investment as of September 30, 2014 and June 30, 2014:

| Type of Investment          | September 30, 2014 |                |                |                | June 30, 2014  |                |                |                |
|-----------------------------|--------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
|                             | Cost               | % of Portfolio | Fair Value     | % of Portfolio | Cost           | % of Portfolio | Fair Value     | % of Portfolio |
| Revolving Line of Credit    | \$ 11,350          | 0.2            | % \$ 11,350    | 0.2            | % \$ 3,445     | 0.1            | % \$ 2,786     | — %            |
| Senior Secured Debt         | 3,460,788          | 54.4           | % 3,406,566    | 54.5           | % 3,578,339    | 56.2           | % 3,514,198    | 56.2 %         |
| Subordinated Secured Debt   | 1,333,038          | 21.0           | % 1,259,671    | 20.1           | % 1,272,275    | 20.0           | % 1,200,221    | 19.2 %         |
| Subordinated Unsecured Debt | 92,665             | 1.5            | % 92,665       | 1.5            | % 85,531       | 1.3            | % 85,531       | 1.4 %          |
| Small Business Whole Loans  | 11,760             | 0.2            | % 12,539       | 0.2            | % 4,637        | 0.1            | % 4,252        | 0.1 %          |
| CLO Debt                    | 28,239             | 0.4            | % 33,219       | 0.5            | % 28,118       | 0.4            | % 33,199       | 0.5 %          |
| CLO Residual Interest       | 1,069,203          | 16.8           | % 1,123,282    | 18.0           | % 1,044,656    | 16.4           | % 1,093,985    | 17.5 %         |
| Preferred Stock             | 70,176             | 1.1            | % 13,255       | 0.2            | % 80,096       | 1.3            | % 10,696       | 0.2 %          |
| Common Stock                | 256,397            | 4.0            | % 272,056      | 4.3            | % 84,768       | 1.3            | % 80,153       | 1.3 %          |
| Membership Interest         | 17,541             | 0.3            | % 16,841       | 0.3            | % 187,384      | 2.9            | % 217,763      | 3.5 %          |
| Net Profits Interest        | —                  | —              | % 29           | —              | % —            | —              | % 213          | — %            |
| Escrow Receivable           | 5,881              | 0.1            | % 5,094        | 0.1            | % —            | —              | % 1,589        | — %            |
| Warrants                    | 1,682              | —              | % 6,926        | 0.1            | % 2,273        | —              | % 9,153        | 0.1 %          |
| Total Investments           | \$ 6,358,720       | 100.0          | % \$ 6,253,493 | 100.0          | % \$ 6,371,522 | 100.0          | % \$ 6,253,739 | 100.0 %        |

The following shows our investments in interest bearing securities by type of investment as of September 30, 2014 and June 30, 2014:

| Type of Investment         | September 30, 2014 |                |                |                | June 30, 2014  |                |                |                |
|----------------------------|--------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
|                            | Cost               | % of Portfolio | Fair Value     | % of Portfolio | Cost           | % of Portfolio | Fair Value     | % of Portfolio |
| First Lien                 | \$ 3,472,138       | 57.8           | % \$ 3,417,916 | 57.5           | % \$ 3,581,784 | 59.5           | % \$ 3,516,984 | 59.3 %         |
| Second Lien                | 1,333,038          | 22.2           | % 1,259,671    | 21.2           | % 1,272,275    | 21.1           | % 1,200,221    | 20.2 %         |
| Unsecured                  | 92,665             | 1.5            | % 92,665       | 1.6            | % 85,531       | 1.4            | % 85,531       | 1.4 %          |
| Small Business Whole Loans | 11,760             | 0.2            | % 12,539       | 0.2            | % 4,637        | 0.1            | % 4,252        | 0.1 %          |
| CLO Debt                   | 28,239             | 0.5            | % 33,219       | 0.6            | % 28,118       | 0.5            | % 33,199       | 0.6 %          |
| CLO Residual Interest      | 1,069,203          | 17.8           | % 1,123,282    | 18.9           | % 1,044,656    | 17.4           | % 1,093,985    | 18.4 %         |
| Total Debt Investments     | \$ 6,007,043       | 100.0          | % \$ 5,939,292 | 100.0          | % \$ 6,017,001 | 100.0          | % \$ 5,934,172 | 100.0 %        |

The following shows the composition of our investment portfolio by geographic location as of September 30, 2014 and June 30, 2014:

| Geographic Location | September 30, 2014 |                |                |                | June 30, 2014  |                |                |                |
|---------------------|--------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
|                     | Cost               | % of Portfolio | Fair Value     | % of Portfolio | Cost           | % of Portfolio | Fair Value     | % of Portfolio |
| Canada              | \$ 15,000          | 0.2            | % \$ 15,000    | 0.2            | % \$ 15,000    | 0.2            | % \$ 15,000    | 0.2 %          |
| Cayman Islands      | 1,097,442          | 17.3           | % 1,156,501    | 18.5           | % 1,072,774    | 16.8           | % 1,127,184    | 18.0 %         |
| France              | 10,157             | 0.2            | % 10,157       | 0.2            | % 10,170       | 0.2            | % 10,339       | 0.2 %          |
| Midwest US          | 772,675            | 12.2           | % 739,698      | 11.8           | % 787,482      | 12.4           | % 753,543      | 12.0 %         |
| Northeast US        | 1,136,753          | 17.9           | % 1,098,319    | 17.6           | % 1,224,403    | 19.2           | % 1,181,533    | 18.9 %         |
| Puerto Rico         | 41,208             | 0.6            | % 36,478       | 0.6            | % 41,307       | 0.7            | % 36,452       | 0.6 %          |
| Southeast US        | 1,834,134          | 28.8           | % 1,801,460    | 28.8           | % 1,491,554    | 23.4           | % 1,461,516    | 23.4 %         |
| Southwest US        | 778,033            | 12.2           | % 757,940      | 12.1           | % 759,630      | 11.9           | % 737,271      | 11.8 %         |
| Western US          | 673,318            | 10.6           | % 637,940      | 10.2           | % 969,202      | 15.2           | % 930,901      | 14.9 %         |
| Total Investments   | \$ 6,358,720       | 100.0          | % \$ 6,253,493 | 100.0          | % \$ 6,371,522 | 100.0          | % \$ 6,253,739 | 100.0 %        |

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The following shows the composition of our investment portfolio by industry as of September 30, 2014 and June 30, 2014:

| Industry                                | September 30, 2014 |                |              |                | June 30, 2014 |                |              |                |   |
|-----------------------------------------|--------------------|----------------|--------------|----------------|---------------|----------------|--------------|----------------|---|
|                                         | Cost               | % of Portfolio | Fair Value   | % of Portfolio | Cost          | % of Portfolio | Fair Value   | % of Portfolio |   |
| Aerospace & Defense                     | \$70,877           | 1.1            | %\$61,861    | 1.0            | % \$102,803   | 1.6            | %\$102,967   | 1.6            | % |
| Auto Finance                            | —                  | —              | %—           | —              | % 11,139      | 0.2            | % 11,139     | 0.2            | % |
| Automobile                              | 12,356             | 0.2            | % 12,500     | 0.2            | % 22,296      | 0.4            | % 22,452     | 0.4            | % |
| Business Services                       | 622,117            | 9.8            | %638,120     | 10.2           | % 598,940     | 9.4            | % 611,286    | 9.8            | % |
| Chemicals                               | 19,663             | 0.3            | % 20,000     | 0.3            | % 19,648      | 0.3            | % 19,713     | 0.3            | % |
| Commercial Services                     | 110,588            | 1.7            | % 103,974    | 1.7            | % 301,610     | 4.7            | % 301,610    | 4.8            | % |
| Construction & Engineering              | 57,286             | 0.9            | % 29,431     | 0.5            | % 56,860      | 0.9            | % 33,556     | 0.5            | % |
| Consumer Finance                        | 419,280            | 6.6            | % 428,382    | 6.9            | % 425,497     | 6.7            | % 434,348    | 6.9            | % |
| Consumer Services                       | 210,286            | 3.3            | % 212,000    | 3.4            | % 502,862     | 7.9            | % 504,647    | 8.1            | % |
| Contracting                             | 3,832              | 0.1            | %—           | —              | % 3,831       | 0.1            | %—           | —              | % |
| Diversified Financial Services(1)       | 100,366            | 1.6            | % 101,145    | 1.6            | % 42,574      | 0.7            | % 42,189     | 0.7            | % |
| Durable Consumer Products               | 377,252            | 5.9            | % 377,207    | 6.0            | % 377,205     | 5.9            | % 375,329    | 6.0            | % |
| Energy                                  | 76,662             | 1.2            | % 70,311     | 1.1            | % 77,379      | 1.2            | % 67,637     | 1.1            | % |
| Food Products                           | 372,332            | 5.9            | % 372,332    | 6.0            | % 173,375     | 2.7            | % 174,603    | 2.8            | % |
| Healthcare                              | 293,786            | 4.6            | % 289,198    | 4.6            | % 329,408     | 5.2            | % 326,142    | 5.2            | % |
| Hotels, Restaurants & Leisure           | 170,484            | 2.7            | % 170,685    | 2.7            | % 132,193     | 2.1            | % 132,401    | 2.1            | % |
| Machinery                               | 396                | —              | % 616        | —              | % 396         | —              | % 621        | —              | % |
| Manufacturing                           | 203,223            | 3.2            | % 171,629    | 2.7            | % 204,394     | 3.2            | % 171,577    | 2.7            | % |
| Media                                   | 361,776            | 5.7            | % 342,695    | 5.5            | % 362,738     | 5.7            | % 344,278    | 5.5            | % |
| Metal Services & Minerals               | 48,405             | 0.8            | % 52,518     | 0.8            | % 48,402      | 0.8            | % 51,977     | 0.8            | % |
| Oil & Gas Production                    | 281,951            | 4.4            | % 246,362    | 4.0            | % 283,490     | 4.4            | % 248,494    | 4.0            | % |
| Personal & Nondurable Consumer Products | 211,841            | 3.3            | % 212,168    | 3.4            | % 10,604      | 0.2            | % 11,034     | 0.2            | % |
| Pharmaceuticals                         | 77,388             | 1.2            | % 75,174     | 1.2            | % 78,069      | 1.2            | % 73,690     | 1.2            | % |
| Property Management                     | 5,881              | 0.1            | % 3,601      | 0.1            | % 57,500      | 0.9            | % 45,284     | 0.7            | % |
| Real Estate                             | 449,922            | 7.1            | % 444,153    | 7.1            | % 353,506     | 5.5            | % 355,236    | 5.7            | % |
| Retail                                  | 14,242             | 0.2            | % 14,905     | 0.2            | % 14,231      | 0.2            | % 14,625     | 0.2            | % |
| Software & Computer Services            | 237,505            | 3.7            | % 238,270    | 3.8            | % 240,469     | 3.8            | % 241,260    | 3.9            | % |
| Telecommunication Services              | 79,630             | 1.3            | % 79,654     | 1.3            | % 79,630      | 1.2            | % 79,654     | 1.3            | % |
| Textiles, Apparel & Luxury Goods        | 256,275            | 4.0            | % 256,275    | 4.1            | % 275,023     | 4.3            | % 259,690    | 4.2            | % |
| Transportation                          | 115,676            | 1.8            | % 71,826     | 1.1            | % 112,676     | 1.8            | % 69,116     | 1.1            | % |
| Subtotal                                | \$5,261,278        | 82.7           | %\$5,096,992 | 81.5           | % \$5,298,748 | 83.2           | %\$5,126,555 | 82.0           | % |
| CLO Investments(1)                      | 1,097,442          | 17.3           | % 1,156,501  | 18.5           | % 1,072,774   | 16.8           | % 1,127,184  | 18.0           | % |
| Total Investments                       | \$6,358,720        | 100.0          | %\$6,253,493 | 100.0          | % \$6,371,522 | 100.0          | %\$6,253,739 | 100.0          | % |

(1) Although designated as Diversified Financial Services within our Schedules of Investments in Item 1 of this report, our CLO investments do not have industry concentrations and as such have been separated in the table above.

**Portfolio Investment Activity**

During the three months ended September 30, 2014, we acquired \$457,383 of new investments, completed follow-on investments in existing portfolio companies totaling approximately \$414,935, funded \$9,000 of revolver advances, and recorded PIK interest of \$5,887, resulting in gross investment originations of \$887,205. The more significant of these transactions are briefly described below.

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On July 17, 2014, we restructured our investments in BXC Company, Inc. ("BXC") and Boxercraft Incorporated ("Boxercraft"), a wholly-owned subsidiary of BXC. The existing Senior Secured Term Loan A and a portion of the existing Senior Secured Term Loan B were replaced with a new Senior Secured Term Loan A to Boxercraft. The remainder of the existing Senior Secured Term Loan B and the existing Senior Secured Term Loan C, Senior Secured Term Loan D, and Senior Secured Term Loan E were replaced with a new Senior Secured Term Loan B to Boxercraft. The existing Senior Secured Term Loan to Boxercraft was converted into Series D Preferred Stock in BXC.

On August 5, 2014, we made an investment of \$39,105 to purchase 70.94% of the subordinated notes in CIFIC Funding 2014-IV, Ltd.

On August 13, 2014, we provided \$210,000 of senior secured financing, of which \$200,000 was funded at closing, to support the recapitalization of Trinity Services Group, Inc. ("Trinity"), a leading food services company in the H.I.G. Capital portfolio. The \$100,000 Term Loan A note bears interest in cash at the greater of 6.5% or Libor plus 5.5% and has a final maturity of August 13, 2019. The \$100,000 Term Loan B note bears interest in cash at the greater of 11.5% or Libor plus 10.5% and has a final maturity of August 13, 2019. The \$10,000 senior secured revolver, which was unfunded at closing, bears interest in cash at the greater of 9.0% or Libor plus 8.0% and has a final maturity of February 13, 2015.

On August 19, 2014 and August 27, 2014, we made a combined \$11,046 investment in UPRC (as defined below) to acquire Michigan Storage, LLC, a portfolio of seven self-storage facilities located in Michigan. We invested \$1,657 of equity through UPH Property Holdings, LLC and \$9,389 of debt directly to UPRC. The senior secured note bears interest at the greater of 6.0% or Libor plus 4.0% and interest payment in kind of 5.5% and has a final maturity of April 1, 2019.

On August 29, 2014, we made a \$44,000 follow-on investment in BNN Holdings Corp. ("Biotronic") in connection with a corporate recapitalization. As part of the recapitalization, we received repayment of the \$28,950 loan previously outstanding. The \$22,000 Term Loan A note bears interest in cash at the greater of 6.5% or Libor plus 5.5% and has a final maturity of August 29, 2019. The \$22,000 Term Loan B note bears interest in cash at the greater of 11.5% or Libor plus 10.5% and has a final maturity of August 29, 2019.

On September 10, 2014, we made a \$55,869 follow-on investment in Onyx Payments, of which \$50,869 was funded at closing, to fund an acquisition. The \$25,028 Term Loan A note bears interest in cash at the greater of 6.5% or Libor plus 5.5% and has a final maturity of September 10, 2019. The \$25,841 Term Loan B note bears interest in cash at the greater of 13.5% or Libor plus 12.5% and has a final maturity of September 10, 2019. The \$5,000 senior secured revolver, which was unfunded at closing, bears interest in cash at the greater of 9.0% or Libor plus 7.75% and has a final maturity of September 10, 2015.

On September 26, 2014, we provided \$215,000 of senior secured financing, of which \$202,500 was funded at closing, to Pacific World Corporation ("Pacific World"), a supplier of nail and beauty care products to food, drug, mass, and value retail channels worldwide. The \$200,000 Term Loan bears interest in cash at the greater of 8.0% or Libor plus 7.0% and has a final maturity of September 26, 2020. The \$15,000 senior secured revolver, of which \$2,500 was funded at closing, bears interest in cash at the greater of 8.0% or Libor plus 7.0% and has a final maturity of September 26, 2020.

On September 29, 2014, we made a secured second lien investment of \$144,000 to support the recapitalization of Progrexion Holdings, Inc. ("Progrexion"). As part of the recapitalization, we received repayment of the \$436,647 loan previously outstanding. The second lien term loan bears interest in cash at the greater of 10.0% or Libor plus 9.0% and has a final maturity of September 29, 2021.

On September 29, 2014, we made a \$22,618 follow-on investment in UPRC to acquire Canterbury Green Apartment Holdings, LLC, a multi-family property located in Fort Wayne, Indiana. We invested \$3,393 of equity through UPH and \$19,225 of debt directly to UPRC. The senior secured note bears interest at the greater of 6.0% or Libor plus 4.0% and interest payment in kind of 5.5% and has a final maturity of April 1, 2019.

On September 30, 2014, we made a \$26,431 follow-on investment in Harbortouch Payments, LLC ("Harbortouch") to support an acquisition. The senior secured Term Loan C bears interest in cash at the greater of 13.0% or Libor plus 9.0% and has a final maturity of September 29, 2018.

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On September 30, 2014, we made a \$42,200 follow-on investment in PrimeSport, Inc. ("PrimeSport") to fund a dividend recapitalization. The \$21,100 Term Loan A note bears interest in cash at the greater of 7.5% or Libor plus 6.5% and has a final maturity of December 23, 2019. The \$21,100 Term Loan B note bears interest in cash at the greater of 11.5% or Libor plus 10.5% and has a final maturity of December 23, 2019.

On September 30, 2014, we made a \$22,216 follow-on investment in UPRC to acquire Columbus OH Apartment Holdco, LLC, a portfolio of seven multi-family residential properties located in Ohio. We invested \$3,316 of equity through UPH and \$18,900 of debt directly to UPRC. The senior secured note bears interest at the greater of 6.0% or Libor plus 4.0% and interest payment in kind of 5.5% and has a final maturity of April 1, 2019.

In addition to the purchases noted above, during the three months ended September 30, 2014, we made nine follow-on investments in NPRC (as defined below) totaling \$37,500 to support the online lending initiative. We invested \$5,625 of equity through NPH Property Holdings, LLC and \$31,875 of debt directly to NPRC. Additionally, during the three months ended September 30, 2014, our wholly-owned subsidiary PSBL purchased a series of small business whole loans originated by OnDeck Capital, Inc. and Direct Capital Corporation, online small business lenders, totaling \$12,651.

During the three months ended September 30, 2014, we received full repayments on eight investments, sold four investments investments, and received several partial prepayments and amortization payments totaling totaling \$863,144. The more significant of these transactions are briefly described below.

On July 22, 2014, Injured Workers Pharmacy, LLC repaid the \$22,678 loan receivable to us.

On July 23, 2014, Correctional Healthcare Holding Company, Inc. repaid the \$27,100 loan receivable to us.

On July 28, 2014, Tectum Holdings, Inc. repaid the \$10,000 loan receivable to us.

On August 1, 2014, we sold our investments in Airmall Inc. ("Airmall") for net proceeds of \$51,379 and realized a loss of \$3,473 on the sale. In addition, there is \$6,000 being held in escrow, of which 98% is due to Prospect, which will be recognized as an additional realized loss if it is not received.

On August 20, 2014, we sold the assets of Borga, Inc. ("Borga"), a wholly-owned subsidiary of STI Holding, Inc., for net proceeds of \$382 and realized a loss of \$2,589 on the sale.

On August 22, 2014, Byrider Systems Acquisition Corp. repaid the \$11,177 loan receivable to us.

On August 22, 2014, Capstone Logistics, LLC repaid the \$189,941 loans receivable to us.

On August 22, 2014, TriMark USA, LLC repaid the \$10,000 loan receivable to us.

On August 25, 2014, we sold Boxercraft, a wholly-owned subsidiary of BXC, for net proceeds of \$750 and realized a net loss of \$16,949 on the sale.

On September 15, 2014, Echelon Aviation LLC ("Echelon") repaid \$37,313 of the \$78,121 loan receivable to us.

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The following table provides a summary of our investment activity for each quarter within the three years ending June 30, 2015:

| Quarter Ended      | Acquisitions(1) | Dispositions(2) |
|--------------------|-----------------|-----------------|
| September 30, 2012 | 747,937         | 158,123         |
| December 31, 2012  | 772,125         | 349,269         |
| March 31, 2013     | 784,395         | 102,527         |
| June 30, 2013      | 798,760         | 321,615         |
| September 30, 2013 | 556,843         | 164,167         |
| December 31, 2013  | 608,153         | 255,238         |
| March 31, 2014     | 1,343,356       | 198,047         |
| June 30, 2014      | 444,104         | 169,617         |
| September 30, 2014 | 887,205         | 863,144         |

(1) Includes investments in new portfolio companies, follow-on investments in existing portfolio companies, refinancings and PIK interest.

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

#### Investment Valuation

In determining the fair value of our portfolio investments at September 30, 2014, the Audit Committee considered valuations from the independent valuation firms and from management having an aggregate range of \$6,041,476 to \$6,418,563, excluding money market investments.

In determining the range of value for debt instruments except CLOs, management and the independent valuation firm generally estimate corporate and security credit ratings and identify corresponding yields to maturity for each loan from relevant market data. A discounted cash flow analysis was then prepared using the appropriate yield to maturity as the discount rate, to determine range of value. For non-traded equity investments, the enterprise value was determined by applying EBITDA multiples for similar guideline public companies and/or similar recent investment transactions. For stressed equity investments, a liquidation analysis was prepared.

In determining the range of value for our investments in CLOs, management and the independent valuation firm used a discounted cash flow model. The valuations were accomplished through the analysis of the CLO deal structures to identify the risk exposures from the modeling point of view. For each CLO security, the most appropriate valuation approach was chosen from alternative approaches to ensure the most accurate valuation for such security. A waterfall engine is used to store the collateral data, generate collateral cash flows from the assets based on various assumptions for the risk factors, and distribute the cash flows to the liability structure based on the payment priorities, and discount them back using proper discount rates.

The Board of Directors looked at several factors in determining where within the range to value the asset including: recent operating and financial trends for the asset, independent ratings obtained from third parties, comparable multiples for recent sales of companies within the industry and discounted cash flow models for our investments in CLOs. The composite of all these analyses, applied to each investment, was a total valuation of \$6,253,493.

Our portfolio companies are generally lower middle market companies, outside of the financial sector, with less than \$150,000 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.

Control investments offer increased risk and reward over straight debt investments. Operating results and changes in market multiples can result in dramatic 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. Transactions between our controlled investments and us have been detailed in Note 14 to the accompanying consolidated financial statements. Several control investments in our portfolio are under enhanced scrutiny by our senior management and our Board of Directors and are discussed below.



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American Property REIT Corp.

American Property REIT Corp. ("APRC") is a Maryland corporation and a qualified REIT for federal income tax purposes. APRC was formed to acquire, operate, finance, lease, manage and sell a portfolio of real estate assets. As of September 30, 2014, we own 100% of the fully-diluted common equity of APRC.

During the three months ended September 30, 2014, we did not provide any additional financing to APRC for the acquisition of real estate properties. As of September 30, 2014, our investment in APRC had an amortized cost of \$204,517 and a fair value of \$197,689.

As of September 30, 2014, APRC's real estate portfolio was comprised of fourteen multi-family properties and one commercial property. The following table shows the location, acquisition date, purchase price, and mortgage outstanding due to other parties for each of the properties held by APRC as of September 30, 2014.

| No. | Property Name                 | City               | Acquisition Date | Purchase Price | Mortgage Outstanding |
|-----|-------------------------------|--------------------|------------------|----------------|----------------------|
| 1   | 1557 Terrell Mill Road, LLC   | Marietta, GA       | 12/28/2012       | \$23,500       | \$15,275             |
| 2   | 5100 Live Oaks Blvd, LLC      | Tampa, FL          | 1/17/2013        | 63,400         | 39,600               |
| 3   | Lofton Place, LLC             | Tampa, FL          | 4/30/2013        | 26,000         | 16,965               |
| 4   | Vista Palma Sola, LLC         | Bradenton, FL      | 4/30/2013        | 27,000         | 17,550               |
| 5   | Arlington Park Marietta, LLC  | Marietta, GA       | 5/8/2013         | 14,850         | 9,650                |
| 6   | APH Carroll Resort, LLC       | Pembroke Pines, FL | 6/24/2013        | 225,000        | 157,500              |
| 7   | Cordova Regency, LLC          | Pensacola, FL      | 11/15/2013       | 13,750         | 9,026                |
| 8   | Crestview at Oakleigh, LLC    | Pensacola, FL      | 11/15/2013       | 17,500         | 11,488               |
| 9   | Inverness Lakes, LLC          | Mobile, AL         | 11/15/2013       | 29,600         | 19,400               |
| 10  | Kings Mill Pensacola, LLC     | Pensacola, FL      | 11/15/2013       | 20,750         | 13,622               |
| 11  | Plantations at Pine Lake, LLC | Tallahassee, FL    | 11/15/2013       | 18,000         | 11,817               |
| 12  | Verandas at Rocky Ridge, LLC  | Birmingham, AL     | 11/15/2013       | 15,600         | 10,205               |
| 13  | Plantations at Hillcrest, LLC | Mobile, AL         | 1/17/2014        | 6,930          | 5,038                |
| 14  | Crestview at Cordova, LLC     | Pensacola, FL      | 1/17/2014        | 8,500          | 5,016                |
| 15  | Taco Bell, OK                 | Yukon, OK          | 6/4/2014         | 1,719          | —                    |
|     |                               |                    |                  | \$512,099      | \$342,152            |

The Board of Directors set the fair value of our investment in APRC at \$197,689 as of September 30, 2014, a discount of \$6,828 from its amortized cost, compared to the \$3,392 unrealized appreciation recorded at June 30, 2014

Ajax Rolled Ring & Machine, LLC

Ajax Rolled Ring & Machine, LLC ("Ajax") forges large seamless steel rings on two forging mills in Ajax's York, South Carolina facility. The rings are used in a range of industrial applications, including in construction equipment and power turbines. Ajax also provides machining and other ancillary services.

On April 4, 2008, we acquired a controlling equity interest in ARRM Services, Inc. ("ARRM"), which owns 100% of Ajax, the operating company. 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 the fiscal year ended June 30, 2010, we funded an additional \$3,530 of secured subordinated debt to refinance a third-party revolver provider and provide working capital. Ajax repaid \$3,461 of this secured subordinated debt during the quarter ended September 30, 2010. During the quarter ended December 31, 2012, we funded an additional \$3,600 of unsecured debt to refinance first lien debt held by Wells Fargo.

On April 1, 2013, we refinanced our existing \$38,472 senior loans to Ajax, increasing the size of our debt investment to \$38,537. Concurrent with the refinancing, we received repayment of the \$18,635 loans that were previously outstanding. On October 11, 2013, we provided \$25,000 in preferred equity for the recapitalization of Ajax. After the financing, we received repayment of the \$20,008 subordinated unsecured loan previously outstanding. As of September 30, 2014, we control 79.53% of the fully-diluted common and preferred equity.

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Due to the anticipated sale of Ajax, the Board of Directors increased the fair value of our investment in Ajax to \$28,736 as of September 30, 2014, a discount of \$17,814 from its amortized cost, compared to the \$21,014 unrealized depreciation recorded at June 30, 2014.

### First Tower Finance Company LLC

We own 80.1% of First Tower Finance Company LLC ("First Tower Finance"), which owns 100% of First Tower, LLC ("First Tower"), the operating company. First Tower is a multiline specialty finance company based in Flowood, Mississippi with over 170 branch offices.

On June 15, 2012, we acquired 80.1% of First Tower businesses for \$110,200 in cash and 14,518,207 unregistered shares of our common stock. Based on our share price of \$11.06 at the time of issuance, we acquired our 80.1% interest in First Tower for approximately \$270,771. The assets of First Tower acquired include, among other things, the subsidiaries owned by First Tower, which hold finance receivables, leaseholds, and tangible property associated with First Tower's businesses. As part of the transaction, we received \$4,038 in structuring fee income from First Tower. On October 18, 2012, we funded an additional \$20,000 of senior secured debt to support seasonally high demand during the holiday season. On December 30, 2013, we funded an additional \$10,000 to again support seasonal demand and received \$8,000 of structuring fees related to the renegotiation and expansion of First Tower's revolver with a third party which was recognized as other income. As of September 30, 2014, First Tower had total assets of approximately \$623,056 including \$411,901 of finance receivables net of unearned charges. As of September 30, 2014, First Tower's total debt outstanding to parties senior to us was \$269,774.

The Board of Directors decreased the fair value of our investment in First Tower to \$324,975 as of September 30, 2014, a premium of \$9,185 from its amortized cost, compared to the \$7,134 unrealized appreciation recorded at June 30, 2014.

### Harbortouch Payments, LLC

Harbortouch Payments, LLC ("Harbortouch") is a merchant processor headquartered in Allentown, Pennsylvania. The company offers a range of payment processing equipment and services that facilitate the exchange of goods and services provided by small to medium-sized merchants located in the United States for payments made by credit, debit, prepaid, electronic gift, and loyalty cards. Harbortouch provides point-of-sale equipment free of cost to merchants and then manages the process whereby transaction information is sent to a consumer's bank from the point-of-sale (front-end processing), and then funds are transferred from the consumer's account to the merchant's account (back-end processing).

On March 31, 2014, we acquired a controlling interest in Harbortouch for \$147,898 in cash and 2,306,294 unregistered shares of our common stock. We funded \$130,796 of senior secured term debt, \$123,000 of subordinated term debt and \$24,898 of equity at closing. As part of the transaction, we received \$7,536 of structuring fee income from Harbortouch. On April 1, 2014, we restructured our investment in Harbortouch and \$14,226 of equity was converted into additional debt investment. On September 30, 2014, we made a \$26,431 follow-on investment in Harbortouch to support an acquisition. As part of the transaction, we received \$530 of structuring fee income and \$50 of amendment fee income from Harbortouch. As of September 30, 2014, we own 100% of the Class C voting units of Harbortouch, which provide for a 53.5% residual profits allocation.

Due to improved operating results, the Board of Directors increased the fair value of our investment in Harbortouch to \$318,251 as of September 30, 2014, a premium of \$16,516 from its amortized cost, compared to the \$12,620 unrealized appreciation recorded at June 30, 2014.

### National Property REIT Corp.

National Property REIT Corp. ("NPRC") is a Maryland corporation and a qualified REIT for federal income tax purposes. NPRC was formed to acquire, operate, finance, lease, manage and sell a portfolio of real estate assets. Additionally, through its wholly-owned subsidiaries, NPRC invests in peer-to-peer consumer loans. As of September 30, 2014, we own 100% of the fully-diluted common equity of NPRC.

During the three months ended September 30, 2014, we provided \$31,875 and \$5,625 of debt and equity financing, respectively, to NPRC to invest in peer-to-peer consumer loans. As of September 30, 2014, our investment in NPRC had an amortized cost of \$165,280 and a fair value of \$166,830.

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NPRC's peer-to-peer consumer loan investments are unsecured obligations of individual borrowers that are issued in amounts ranging from \$1,000 to \$35,000, with fixed interest rates and original maturities of three or five years. As of September 30, 2014, NPRC's investment in peer-to-peer lending had a fair value of \$91,252. The average individual loan balance is \$12 and the loans mature on dates ranging from October 31, 2016 to October 2, 2019 with fixed terms of either 36 or 60 months. Fixed interest rates range from 6.1% to 28.5% with a weighted-average current interest rate of 16.4%.

As of September 30, 2014, NPRC's real estate portfolio was comprised of nine multi-family properties and one commercial property. The following table shows the location, acquisition date, purchase price, and mortgage outstanding due to other parties for each of the properties held by NPRC as of September 30, 2014.

| No. | Property Name                   | City                  | Acquisition Date | Purchase Price | Mortgage Outstanding |
|-----|---------------------------------|-----------------------|------------------|----------------|----------------------|
| 1   | 146 Forest Parkway, LLC         | Forest Park, GA       | 10/24/2012       | \$7,400        | \$—                  |
| 2   | APH Carroll 41, LLC             | Marietta, GA          | 11/1/2013        | 30,600         | 22,330               |
| 3   | Matthews Reserve II, LLC        | Matthews, NC          | 11/19/2013       | 22,063         | 17,571               |
| 4   | City West Apartments II, LLC    | Orlando, FL           | 11/19/2013       | 23,562         | 18,533               |
| 5   | Vinings Corner II, LLC          | Smyrna, GA            | 11/19/2013       | 35,691         | 26,640               |
| 6   | Uptown Park Apartments II, LLC  | Altamonte Springs, FL | 11/19/2013       | 36,590         | 27,471               |
| 7   | Mission Gate II, LLC            | Plano, TX             | 11/19/2013       | 47,621         | 36,148               |
| 8   | St. Marin Apartments II, LLC    | Coppell, TX           | 11/19/2013       | 73,078         | 53,863               |
| 9   | APH Carroll Bartram Park, LLC   | Jacksonville, FL      | 12/31/2013       | 38,000         | 28,500               |
| 10  | APH Carroll Atlantic Beach, LLC | Atlantic Beach, FL    | 1/31/2014        | 13,025         | 9,013                |
|     |                                 |                       |                  | \$327,630      | \$240,069            |

The Board of Directors set the fair value of our investment in NPRC at \$166,830 as of September 30, 2014, a premium of \$1,550 from its amortized cost, compared to the \$2,088 unrealized depreciation recorded at June 30, 2014.

United Property REIT Corp.

United Property REIT Corp. ("UPRC") is a Delaware limited liability company and a qualified REIT for federal income tax purposes. UPRC was formed to acquire, operate, finance, lease, manage and sell a portfolio of real estate assets. As of September 30, 2014, we own 100% of the fully-diluted common equity of UPRC.

During the three months ended September 30, 2014, we provided \$47,515 and \$8,365 of debt and equity financing, respectively, to UPRC for the acquisition of certain properties. As of September 30, 2014, our investment in UPRC had an amortized cost of \$80,125 and a fair value of \$79,634.

As of September 30, 2014, UPRC's real estate portfolio was comprised of fourteen multi-families properties and eight commercial properties. The following table shows the location, acquisition date, purchase price, and mortgage outstanding due to other parties for each of the properties held by UPRC as of September 30, 2014.

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| No. | Property Name                            | City                 | Acquisition Date | Purchase Price | Mortgage Outstanding |
|-----|------------------------------------------|----------------------|------------------|----------------|----------------------|
| 1   | Atlanta Eastwood Village LLC             | Stockbridge, GA      | 12/12/2013       | \$25,957       | \$19,785             |
| 2   | Atlanta Monterey Village LLC             | Jonesboro, GA        | 12/12/2013       | 11,501         | 9,193                |
| 3   | Atlanta Hidden Creek LLC                 | Morrow, GA           | 12/12/2013       | 5,098          | 3,619                |
| 4   | Atlanta Meadow Springs LLC               | College Park, GA     | 12/12/2013       | 13,116         | 10,180               |
| 5   | Atlanta Meadow View LLC                  | College Park, GA     | 12/12/2013       | 14,354         | 11,141               |
| 6   | Atlanta Peachtree Landing LLC            | Fairburn, GA         | 12/12/2013       | 17,224         | 13,575               |
| 7   | Taco Bell, MO                            | Marshall, MO         | 6/4/2014         | 1,405          | —                    |
| 8   | 23 Mile Road Self Storage, LLC           | Chesterfield, MI     | 8/19/2014        | 5,804          | 4,350                |
| 9   | 36th Street Self Storage, LLC            | Wyoming, MI          | 8/19/2014        | 4,800          | 3,600                |
| 10  | Ball Avenue Self Storage, LLC            | Grand Rapids, MI     | 8/19/2014        | 7,281          | 5,460                |
| 11  | Ford Road Self Storage, LLC              | Westland, MI         | 8/29/2014        | 4,642          | 3,480                |
| 12  | Ann Arbor Kalamazoo Self Storage, LLC    | Ann Arbor, MI        | 8/29/2014        | 4,458          | 3,345                |
| 13  | Ann Arbor Kalamazoo Self Storage, LLC    | Scio, MI             | 8/29/2014        | 8,927          | 6,695                |
| 14  | Ann Arbor Kalamazoo Self Storage, LLC    | Kalamazoo, MI        | 8/29/2014        | 2,363          | 1,775                |
| 15  | Canterbury Green Apartments Holdings LLC | Fort Wayne, IN       | 9/29/2014        | 85,500         | 65,825               |
| 16  | Abbie Lakes OH Partners, LLC             | Canal Winchester, OH | 9/30/2014        | 12,600         | 10,440               |
| 17  | Kengary Way OH Partners, LLC             | Reynoldsburg, OH     | 9/30/2014        | 11,500         | 11,000               |
| 18  | Lakeview Trail OH Partners, LLC          | Canal Winchester, OH | 9/30/2014        | 26,500         | 20,142               |
| 19  | Lakepoint OH Partners, LLC               | Pickerington, OH     | 9/30/2014        | 11,000         | 10,080               |
| 20  | Sunbury OH Partners, LLC                 | Columbus, OH         | 9/30/2014        | 13,000         | 10,480               |
| 21  | Heatherbridge OH Partners, LLC           | Blacklick, OH        | 9/30/2014        | 18,416         | 15,480               |
| 22  | Jefferson Chase OH Partners, LLC         | Blacklick, OH        | 9/30/2014        | 13,551         | 12,240               |
|     |                                          |                      |                  | \$318,997      | \$251,885            |

The Board of Directors set the fair value of our investment in UPRC at \$79,634 as of September 30, 2014, a discount of \$491 from its amortized cost, compared to the \$426 unrealized appreciation recorded at June 30, 2014.

Valley Electric Company, Inc.

We own 94.99% of Valley Electric Company, Inc. ("Valley Electric") as of September 30, 2014. Valley Electric owns 100% of the equity of VE Company, Inc., which owns 100% of the equity of Valley Electric Co. of Mt. Vernon, Inc. ("Valley"). Valley Electric is a leading provider of specialty electrical services in the state of Washington and is among the top 50 electrical contractors in the U.S. The company, with its headquarters in Everett, Washington, offers a comprehensive array of contracting services, primarily for commercial, industrial, and transportation infrastructure applications, including new installation, engineering and design, design-build, traffic lighting and signalization, low to medium voltage power distribution, construction management, energy management and control systems, 24-hour electrical maintenance and testing, as well as special projects and tenant improvement services. Valley Electric was founded in 1982 by the Ward family, who held the company until the end of 2012.

On December 31, 2012, we acquired 100% of the outstanding shares of Valley. We funded the recapitalization of Valley with \$42,572 of debt and \$9,526 of equity financing. Through the recapitalization, we acquired a controlling interest in Valley for \$7,449 in cash and 4,141,547 unregistered shares of our common stock. As of September 30, 2014, we control 96.3% of the common equity.

Due to soft operating results, the Board of Directors decreased the fair value of our investment in Valley Electric to \$29,431 as of September 30, 2014, a discount of \$27,855 from its amortized cost, compared to the \$23,304 unrealized depreciation recorded at June 30, 2014.

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. Seven of our controlled companies, APRC, Credit Central Loan Company, LLC ("Credit Central"), Echelon, Gulf Coast Machine & Supply Company ("Gulf Coast"), Valley Electric, R-V Industries, Inc. ("R-V") and Wolf Energy, LLC ("Wolf Energy"), experienced such volatility and experienced

fluctuations in valuations during the three months ended September 30, 2014. See above for discussion regarding the fluctuations in APRC and Valley Electric.

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During the three months ended September 30, 2014, the value of Credit Central decreased by \$1,513 due to a decline in future expectations; Echelon decreased by \$9,011 due to declines in future expectations; Gulf Coast decreased by \$2,785 due to a decline in operating results; R-V decreased by \$1,521 due to a decline in operating results; and Wolf Energy decreased by \$1,972 due to a decrease in the value of the company's assets. Four of the other controlled investments have been valued at discounts to the original investment. Thirteen of the control investments are valued at the original investment amounts or higher. Overall, at September 30, 2014, control investments are valued at \$61,496 below their amortized cost.

We hold one affiliate investment at September 30, 2014. Our affiliate portfolio company did not experience a significant change in valuation during the three months ended September 30, 2014.

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 generally 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. Non-control/non-affiliate investments did not experience significant changes in valuation and are generally performing as expected or better than expected. Two of our Non-control/non-affiliate investments, Stryker Energy, LLC ("Stryker") and Wind River Resources Corporation ("Wind River"), are valued at a discount to amortized cost due to a decline in the operating results of the operating companies from those originally underwritten. In June 2014, New Century Transportation, Inc. ("NCT") filed for bankruptcy. As we hold a second lien position and do not expect liquidation proceeds to exceed the first lien liability, we decreased the fair value of our debt investment to zero. Overall, at September 30, 2014, other non-control/non-affiliate investments are valued at \$47,832 above their amortized cost, excluding our investments in NCT, Stryker and Wind River, as the remaining companies are generally performing as or better than expected.

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 as of September 30, 2014 consists of: a Revolving Credit Facility availing us of the ability to borrow debt subject to borrowing base determinations; Convertible Notes which we issued in December 2010, February 2011, April 2012, August 2012, December 2012 and April 2014; Public Notes which we issued in May 2012, March 2013 and April 2014; and Prospect Capital InterNotes® which we may issue from time to time. Our equity capital is comprised entirely of common equity.

The following table shows the maximum draw amounts and outstanding borrowings of our Revolving Credit Facility, Convertible Notes, Public Notes and Prospect Capital InterNotes® as of September 30, 2014 and June 30, 2014.

|                              | September 30, 2014  |                    | June 30, 2014       |                    |
|------------------------------|---------------------|--------------------|---------------------|--------------------|
|                              | Maximum Draw Amount | Amount Outstanding | Maximum Draw Amount | Amount Outstanding |
| Revolving Credit Facility    | \$810,000           | \$411,000          | \$857,500           | \$92,000           |
| Convertible Notes            | 1,247,500           | 1,247,500          | 1,247,500           | 1,247,500          |
| Public Notes                 | 647,950             | 647,950            | 647,881             | 647,881            |
| Prospect Capital InterNotes® | 784,305             | 784,305            | 785,670             | 785,670            |
| Total                        | \$3,489,755         | \$3,090,755        | \$3,538,551         | \$2,773,051        |

The following table shows the contractual maturities of our Revolving Credit Facility, Convertible Notes, Public Notes and Prospect Capital InterNotes® as of September 30, 2014.

|                           | Payments Due by Period |                  |             |             |               |
|---------------------------|------------------------|------------------|-------------|-------------|---------------|
|                           | Total                  | Less than 1 Year | 1 – 3 Years | 3 – 5 Years | After 5 Years |
| Revolving Credit Facility | \$411,000              | \$—              | \$—         | \$—         | \$411,000     |
| Convertible Notes         | 1,247,500              | —                | 317,500     | 530,000     | 400,000       |
| Public Notes              | 647,950                | —                | —           | 300,000     | 347,950       |

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|                               |             |     |           |             |             |
|-------------------------------|-------------|-----|-----------|-------------|-------------|
| Prospect Capital InterNotes®  | 784,305     | —   | 8,859     | 334,078     | 441,368     |
| Total Contractual Obligations | \$3,090,755 | \$— | \$326,359 | \$1,164,078 | \$1,600,318 |

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The following table shows the contractual maturities of our Revolving Credit Facility, Convertible Notes, Public Notes and Prospect Capital InterNotes® as of June 30, 2014.

|                               | Payments Due by Period |                  |             |             |               |
|-------------------------------|------------------------|------------------|-------------|-------------|---------------|
|                               | Total                  | Less than 1 Year | 1 – 3 Years | 3 – 5 Years | After 5 Years |
| Revolving Credit Facility     | \$ 92,000              | \$—              | \$ 92,000   | \$—         | \$—           |
| Convertible Notes             | 1,247,500              | —                | 317,500     | 530,000     | 400,000       |
| Public Notes                  | 647,881                | —                | —           | —           | 647,881       |
| Prospect Capital InterNotes®  | 785,670                | —                | 8,859       | 261,456     | 515,355       |
| Total Contractual Obligations | \$ 2,773,051           | \$—              | \$ 418,359  | \$ 791,456  | \$ 1,563,236  |

We have and expect to continue to fund a portion of our cash needs through borrowings from banks, issuances of senior securities, including secured, unsecured and convertible debt securities, or issuances of common equity. For flexibility, we maintain a universal shelf registration statement that allows for the public offering and sale of our debt securities, common stock, preferred stock, subscription rights, and warrants and units to purchase such securities in an amount up to \$5,000,000 less issuances to date. As of September 30, 2014, we can issue up to \$3,635,217 of additional debt and equity securities in the public market under this shelf registration. On November 4, 2014, our updated shelf registration was declared effective and we can issue up to \$5,000,000 of additional debt and equity securities in the public market. We may from time to time issue securities pursuant to the shelf registration statement or otherwise pursuant to private offerings. The issuance of debt or equity securities will depend on future market conditions, funding needs and other factors and there can be no assurance that any such issuance will occur or be successful.

Each of our Unsecured Notes (as defined below) are our general, unsecured obligations and rank equal in right of payment with all of our existing and future unsecured indebtedness and will be senior in right of payment to any of our subordinated indebtedness that may be issued in the future. The Unsecured Notes are effectively subordinated to our existing secured indebtedness, such as our credit facility, and future secured indebtedness to the extent of the value of the assets securing such indebtedness and structurally subordinated to any existing and future liabilities and other indebtedness of any of our subsidiaries.

Revolving Credit Facility

On March 27, 2012, we closed on an extended and expanded credit facility with a syndicate of lenders through PCF (the "2012 Facility"). The lenders had extended commitments of \$857,500 under the 2012 Facility as of June 30, 2014, which was increased to \$877,500 in July 2014. The 2012 Facility included an accordion feature which allowed commitments to be increased up to \$1,000,000 in the aggregate. Interest on borrowings under the 2012 Facility was one-month Libor plus 275 basis points with no minimum Libor floor. Additionally, the lenders charged a fee on the unused portion of the 2012 Facility equal to either 50 basis points, if at least half of the credit facility is drawn, or 100 basis points otherwise.

On August 29, 2014, we renegotiated the 2012 Facility and closed an expanded five and a half year \$800,000 revolving credit facility (the "2014 Facility" and collectively with the 2012 Facility, the "Revolving Credit Facility"). The lenders have extended commitments of \$810,000 under the 2014 Facility as of September 30, 2014. The 2014 Facility includes an accordion feature which allows commitments to be increased up to \$1,500,000 in the aggregate. The revolving period of the 2014 Facility extends through March 2019, with an additional one year amortization period (with distributions allowed) after the completion of the revolving period. During such one year amortization period, all principal payments on the pledged assets will be applied to reduce the balance. At the end of the one year amortization period, the remaining balance will become due, if required by the lenders.

The 2014 Facility contains restrictions pertaining to the geographic and industry concentrations of funded loans, maximum size of funded loans, interest rate payment frequency of funded loans, maturity dates of funded loans and minimum equity requirements. The 2014 Facility also contains certain requirements relating to portfolio performance, including required minimum portfolio yield and limitations on delinquencies and charge-offs, violation of which could result in the early termination of the 2014 Facility. The 2014 Facility also requires the maintenance of a minimum liquidity requirement. As of September 30, 2014, we were in compliance with the applicable covenants.

Interest on borrowings under the 2014 Facility is one-month Libor plus 225 basis points with no minimum Libor floor. Additionally, the lenders charge a fee on the unused portion of the 2014 Facility equal to either 50 basis points, if at least 35% of the credit facility is drawn, or 100 basis points otherwise. The 2014 Facility requires us to pledge assets as collateral in order to borrow under the credit facility.

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As of September 30, 2014 and June 30, 2014, we had \$627,712 and \$780,620, respectively, available to us for borrowing under the Revolving Credit Facility, of which the amount outstanding was \$411,000 and \$92,000, respectively. As additional eligible investments are transferred to PCF and pledged under the Revolving Credit Facility, PCF will generate additional availability up to the current commitment amount of \$810,000. As of September 30, 2014, the investments used as collateral for the Revolving Credit Facility had an aggregate fair value of \$1,443,687, which represents 21.7% of our total investments and money market funds. These assets are held and owned by PCF, a bankruptcy remote special purpose entity, and as such, these investments are not available to our general creditors. The release of any assets from PCF requires the approval of the facility agent.

In connection with the origination and amendments of the Revolving Credit Facility, we incurred \$7,422 of new fees and \$3,539 of fees carried over for continuing participants from the previous facility, which are being amortized over the term of the facility in accordance with ASC 470-50, Debt Modifications and Extinguishments, of which \$10,663 remains to be amortized and is included within deferred financing costs on the Consolidated Statements of Assets and Liabilities as of September 30, 2014. \$332 of fees were expensed relating to credit providers in the 2012 Facility who did not commit to the 2014 Facility.

During the three months ended September 30, 2014 and September 30, 2013, we recorded \$4,011 and \$2,476, respectively, of interest costs, unused fees and amortization of financing costs on the Revolving Credit Facility as interest expense.

Convertible Notes

On December 21, 2010, we issued \$150,000 aggregate principal amount of convertible notes that mature on December 15, 2015 (the “2015 Notes”), unless previously converted or repurchased in accordance with their terms. The 2015 Notes bear interest at a rate of 6.25% per year, payable semi-annually on June 15 and December 15 of each year, beginning June 15, 2011. Total proceeds from the issuance of the 2015 Notes, net of underwriting discounts and offering costs, were \$145,200.

On February 18, 2011, we issued \$172,500 aggregate principal amount of convertible notes that mature on August 15, 2016 (the “2016 Notes”), unless previously converted or repurchased in accordance with their terms. The 2016 Notes bear interest at a rate of 5.50% per year, payable semi-annually on February 15 and August 15 of each year, beginning August 15, 2011. Total proceeds from the issuance of the 2016 Notes, net of underwriting discounts and offering costs, were \$167,325. Between January 30, 2012 and February 2, 2012, we repurchased \$5,000 of the 2016 Notes at a price of 97.5, including commissions. The transactions resulted in our recognizing \$10 of loss in the year ended June 30, 2012.

On April 16, 2012, we issued \$130,000 aggregate principal amount of convertible notes that mature on October 15, 2017 (the “2017 Notes”), unless previously converted or repurchased in accordance with their terms. The 2017 Notes bear interest at a rate of 5.375% per year, payable semi-annually on April 15 and October 15 of each year, beginning October 15, 2012. Total proceeds from the issuance of the 2017 Notes, net of underwriting discounts and offering costs, were \$126,035.

On August 14, 2012, we issued \$200,000 aggregate principal amount of convertible notes that mature on March 15, 2018 (the “2018 Notes”), unless previously converted or repurchased in accordance with their terms. The 2018 Notes bear interest at a rate of 5.75% per year, payable semi-annually on March 15 and September 15 of each year, beginning March 15, 2013. Total proceeds from the issuance of the 2018 Notes, net of underwriting discounts and offering costs, were \$193,600.

On December 21, 2012, we issued \$200,000 aggregate principal amount of convertible notes that mature on January 15, 2019 (the “2019 Notes”), unless previously converted or repurchased in accordance with their terms. The 2019 Notes bear interest at a rate of 5.875% per year, payable semi-annually on January 15 and July 15 of each year, beginning July 15, 2013. Total proceeds from the issuance of the 2019 Notes, net of underwriting discounts and offering costs, were \$193,600.

On April 11, 2014, we issued \$400,000 aggregate principal amount of convertible notes that mature on April 15, 2020 (the “2020 Notes”), unless previously converted or repurchased in accordance with their terms. The 2020 Notes bear interest at a rate of 4.75% per year, payable semi-annually on April 15 and October 15 each year, beginning October 15, 2014. Total proceeds from the issuance of the 2020 Notes, net of underwriting discounts and offering costs, were

\$387,500.

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Certain key terms related to the convertible features for the 2015 Notes, the 2016 Notes, the 2017 Notes, the 2018 Notes, the 2019 Notes and the 2020 Notes (collectively, the "Convertible Notes") are listed below.

|                                              | 2015 Notes  | 2016 Notes  | 2017 Notes  | 2018 Notes  | 2019 Notes  | 2020 Notes  |
|----------------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Initial conversion rate(1)                   | 88.0902     | 78.3699     | 85.8442     | 82.3451     | 79.7766     | 80.6647     |
| Initial conversion price                     | \$ 11.35    | \$ 12.76    | \$ 11.65    | \$ 12.14    | \$ 12.54    | \$ 12.40    |
| Conversion rate at September 30, 2014(1)(2)  | 89.0157     | 79.3176     | 86.9426     | 83.6661     | 79.7865     | 80.6647     |
| Conversion price at September 30, 2014(2)(3) | \$ 11.23    | \$ 12.61    | \$ 11.50    | \$ 11.95    | \$ 12.53    | \$ 12.40    |
| Last conversion price calculation date       | 12/21/2013  | 2/18/2014   | 4/16/2014   | 8/14/2014   | 12/21/2013  | 4/11/2014   |
| Dividend threshold amount (per share)(4)     | \$ 0.101125 | \$ 0.101150 | \$ 0.101500 | \$ 0.101600 | \$ 0.110025 | \$ 0.110525 |

(1) Conversion rates denominated in shares of common stock per \$1 principal amount of the Convertible Notes converted.

(2) Represents conversion rate and conversion price, as applicable, taking into account certain de minimis adjustments that will be made on the conversion date.

The conversion price in effect at September 30, 2014 was calculated on the last anniversary of the issuance and (3) will be adjusted again on the next anniversary, unless the exercise price shall have changed by more than 1% before the anniversary.

(4) The conversion rate is increased if monthly cash dividends paid to common shares exceed the monthly dividend threshold amount, subject to adjustment.

In no event will the total number of shares of common stock issuable upon conversion exceed 96.8992 per \$1 principal amount of the 2015 Notes (the "conversion rate cap"), except that, to the extent we receive written guidance or a no-action letter from the staff of the Securities and Exchange Commission (the "Guidance") permitting us to adjust the conversion rate in certain instances without regard to the conversion rate cap and to make the 2015 Notes convertible into certain reference property in accordance with certain reclassifications, business combinations, asset sales and corporate events by us without regard to the conversion rate cap, we will make such adjustments without regard to the conversion rate cap and will also, to the extent that we make any such adjustment without regard to the conversion rate cap pursuant to the Guidance, adjust the conversion rate cap accordingly. We will use our commercially reasonable efforts to obtain such Guidance as promptly as practicable.

Prior to obtaining the Guidance, we will not engage in certain transactions that would result in an adjustment to the conversion rate increasing the conversion rate beyond what it would have been in the absence of such transaction unless we have engaged in a reverse stock split or share combination transaction such that in our reasonable best estimation, the conversion rate following the adjustment for such transaction will not be any closer to the conversion rate cap than it would have been in the absence of such transaction.

Upon conversion, unless a holder converts after a record date for an interest payment but prior to the corresponding interest payment date, the holder will receive a separate cash payment with respect to the notes surrendered for conversion representing accrued and unpaid interest to, but not including, the conversion date. Any such payment will be made on the settlement date applicable to the relevant conversion on the Convertible Notes.

No holder of Convertible Notes will be entitled to receive shares of our common stock upon conversion to the extent (but only to the extent) that such receipt would cause such converting holder to become, directly or indirectly, a beneficial owner (within the meaning of Section 13(d) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder) of more than 5.0% of the shares of our common stock outstanding at such time. The 5.0% limitation shall no longer apply following the effective date of any fundamental change. We will not issue any shares in connection with the conversion or redemption of the Convertible Notes which would equal or exceed 20% of the shares outstanding at the time of the transaction in accordance with NASDAQ rules.

Subject to certain exceptions, holders may require us to repurchase, for cash, all or part of their Convertible Notes upon a fundamental change at a price equal to 100% of the principal amount of the Convertible Notes being

repurchased plus any accrued and unpaid interest up to, but excluding, the fundamental change repurchase date. In addition, upon a fundamental change that constitutes a non-stock change of control we will also pay holders an amount in cash equal to the present value of all remaining interest payments (without duplication of the foregoing amounts) on such Convertible Notes through and including the maturity date.

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In connection with the issuance of the Convertible Notes, we incurred \$39,385 of fees which are being amortized over the terms of the notes, of which \$26,019 remains to be amortized and is included within deferred financing costs on the Consolidated Statements of Assets and Liabilities as of September 30, 2014.

During the three months ended September 30, 2014 and September 30, 2013, we recorded \$18,589 and \$13,310, respectively, of interest costs and amortization of financing costs on the Convertible Notes as interest expense.

### Public Notes

On May 1, 2012, we issued \$100,000 aggregate principal amount of unsecured notes that mature on November 15, 2022 (the “2022 Notes”). The 2022 Notes bear interest at a rate of 6.95% per year, payable quarterly on February 15, May 15, August 15 and November 15 of each year, beginning August 15, 2012. Total proceeds from the issuance of the 2022 Notes, net of underwriting discounts and offering costs, were \$97,000.

On March 15, 2013, we issued \$250,000 aggregate principal amount of unsecured notes that mature on March 15, 2023 (the “2023 Notes”). The 2023 Notes bear interest at a rate of 5.875% per year, payable semi-annually on March 15 and September 15 of each year, beginning September 15, 2013. Total proceeds from the issuance of the 2023 Notes, net of underwriting discounts and offering costs, were \$245,885.

On April 7, 2014, we issued \$300,000 aggregate principal amount of unsecured notes that mature on July 15, 2019 (the “5.00% 2019 Notes”). Included in the issuance is \$45,000 of Prospect Capital InterNotes® that were exchanged for the 5.00% 2019 Notes. The 5.00% 2019 Notes bear interest at a rate of 5.00% per year, payable semi-annually on January 15 and July 15 of each year, beginning July 15, 2014. Total proceeds from the issuance of the 5.00% 2019 Notes, net of underwriting discounts and offering costs, were \$250,775.

The 2022 Notes, the 2023 Notes and the 5.00% 2019 Notes (collectively, the “Public Notes”) are direct unsecured obligations and rank equally with all of our unsecured indebtedness from time to time outstanding.

In connection with the issuance of the Public Notes, we incurred \$11,366 of fees which are being amortized over the term of the notes, of which \$10,075 remains to be amortized and is included within deferred financing costs on the Consolidated Statements of Assets and Liabilities as of September 30, 2014.

During the three months ended September 30, 2014 and September 30, 2013, we recorded \$9,458 and \$5,577, respectively, of interest costs and amortization of financing costs on the Public Notes as interest expense.

### Prospect Capital InterNotes®

On February 16, 2012, we entered into a Selling Agent Agreement (the “Selling Agent Agreement”) with Incapital LLC, as purchasing agent for our issuance and sale from time to time of up to \$500,000 of Prospect Capital InterNotes® (the “InterNotes® Offering”), which was increased to \$1,500,000 in May 2014. Additional agents may be appointed by us from time to time in connection with the InterNotes® Offering and become parties to the Selling Agent Agreement.

These notes are direct unsecured obligations and rank equally with all of our unsecured indebtedness from time to time outstanding. Each series of notes will be issued by a separate trust. These notes bear interest at fixed interest rates and offer a variety of maturities no less than twelve months from the original date of issuance.

During the three months ended September 30, 2014, we did not issue any Prospect Capital InterNotes®.

During the three months ended September 30, 2013, we issued \$98,255 aggregate principal amount of our Prospect Capital InterNotes® for net proceeds of \$96,189. These notes were issued with stated interest rates ranging from 4.75% to 6.75% with a weighted average interest rate of 5.48%. These notes mature between July 15, 2018 and September 15, 2043. The following table summarizes the Prospect Capital InterNotes® issued during the three months ended September 30, 2013.

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| Tenor at Origination (in years) | Principal Amount | Interest Rate Range | Weighted Average Interest Rate | Maturity Date Range                  |
|---------------------------------|------------------|---------------------|--------------------------------|--------------------------------------|
| 5                               | \$51,537         | 4.75%–5.00%         | 4.99                           | % July 15, 2018 – September 15, 2018 |
| 5.5                             | 3,820            | 5.00%               | 5.00                           | % February 15, 2019                  |
| 6.5                             | 1,800            | 5.50%               | 5.50                           | % February 15, 2020                  |
| 7                               | 14,399           | 5.50%–5.75%         | 5.59                           | % July 15, 2020 – September 15, 2020 |
| 7.5                             | 1,996            | 5.75%               | 5.75                           | % February 15, 2021                  |
| 15                              | 940              | 6.00%               | 6.00                           | % August 15, 2028                    |
| 18                              | 4,062            | 6.00%–6.25%         | 6.21                           | % July 15, 2031 – August 15, 2031    |
| 20                              | 1,127            | 6.00%               | 6.00                           | % September 15, 2033                 |
| 25                              | 3,372            | 6.50%               | 6.50                           | % August 15, 2038                    |
| 30                              | 15,202           | 6.50%–6.75%         | 6.63                           | % July 15, 2043 – September 15, 2043 |
|                                 | \$98,255         |                     |                                |                                      |

During the three months ended September 30, 2014, we repaid \$1,365 aggregate principal amount of our Prospect Capital InterNotes® in accordance with the Survivor's Option, as defined in the InterNotes® Offering prospectus. The following table summarizes the Prospect Capital InterNotes® outstanding as of September 30, 2014.

| Tenor at Origination (in years) | Principal Amount | Interest Rate Range | Weighted Average Interest Rate | Maturity Date Range                     |
|---------------------------------|------------------|---------------------|--------------------------------|-----------------------------------------|
| 3                               | \$5,710          | 4.00%               | 4.00                           | % October 15, 2016                      |
| 3.5                             | 3,149            | 4.00%               | 4.00                           | % April 15, 2017                        |
| 4                               | 45,751           | 3.75%–4.00%         | 3.92                           | % November 15, 2017 – May 15, 2018      |
| 5                               | 212,905          | 4.25%–5.00%         | 4.91                           | % July 15, 2018 – August 15, 2019       |
| 5.5                             | 3,820            | 5.00%               | 5.00                           | % February 15, 2019                     |
| 6.5                             | 1,800            | 5.50%               | 5.50                           | % February 15, 2020                     |
| 7                               | 256,724          | 4.00%–6.55%         | 5.39                           | % June 15, 2019 – May 15, 2021          |
| 7.5                             | 1,996            | 5.75%               | 5.75                           | % February 15, 2021                     |
| 10                              | 41,867           | 3.24%–7.00%         | 6.19                           | % March 15, 2022 – May 15, 2024         |
| 12                              | 2,978            | 6.00%               | 6.00                           | % November 15, 2025 – December 15, 2025 |
| 15                              | 17,465           | 5.00%–6.00%         | 5.14                           | % May 15, 2028 – November 15, 2028      |
| 18                              | 25,274           | 4.125%–6.25%        | 5.49                           | % December 15, 2030 – August 15, 2031   |
| 20                              | 5,817            | 5.625%–6.00%        | 5.85                           | % November 15, 2032 – October 15, 2033  |
| 25                              | 34,823           | 6.25%–6.50%         | 6.39                           | % August 15, 2038 – May 15, 2039        |
| 30                              | 124,226          | 5.50%–6.75%         | 6.23                           | % November 15, 2042 – October 15, 2043  |
|                                 | \$784,305        |                     |                                |                                         |

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During the three months ended September 30, 2013, we repaid \$55 aggregate principal amount of our Prospect Capital InterNotes® in accordance with the Survivor's Option, as defined in the InterNotes® Offering prospectus. During the year ended June 30, 2014, we repaid \$6,869 aggregate principal amount of our Prospect Capital InterNotes® in accordance with the Survivor's Option, as defined in the InterNotes® Offering prospectus. In connection with the issuance of the 5.00% 2019 Notes, \$45,000 of previously-issued Prospect Capital InterNotes® were exchanged for the 5.00% 2019 Notes. The following table summarizes the Prospect Capital InterNotes® outstanding as of June 30, 2014.

| Tenor at Origination (in years) | Principal Amount | Interest Rate Range | Weighted Average Interest Rate | Maturity Date Range                     |
|---------------------------------|------------------|---------------------|--------------------------------|-----------------------------------------|
| 3                               | \$ 5,710         | 4.00%               | 4.00                           | % October 15, 2016                      |
| 3.5                             | 3,149            | 4.00%               | 4.00                           | % April 15, 2017                        |
| 4                               | 45,751           | 3.75%–4.00%         | 3.92                           | % November 15, 2017 – May 15, 2018      |
| 5                               | 212,915          | 4.25%–5.00%         | 4.91                           | % July 15, 2018 – August 15, 2019       |
| 5.5                             | 3,820            | 5.00%               | 5.00                           | % February 15, 2019                     |
| 6.5                             | 1,800            | 5.50%               | 5.50                           | % February 15, 2020                     |
| 7                               | 256,903          | 4.00%–6.55%         | 5.39                           | % June 15, 2019 – May 15, 2021          |
| 7.5                             | 1,996            | 5.75%               | 5.75                           | % February 15, 2021                     |
| 10                              | 41,952           | 3.23%–7.00%         | 6.18                           | % March 15, 2022 – May 15, 2024         |
| 12                              | 2,978            | 6.00%               | 6.00                           | % November 15, 2025 – December 15, 2025 |
| 15                              | 17,465           | 5.00%–6.00%         | 5.14                           | % May 15, 2028 – November 15, 2028      |
| 18                              | 25,435           | 4.125%–6.25%        | 5.49                           | % December 15, 2030 – August 15, 2031   |
| 20                              | 5,847            | 5.625%–6.00%        | 5.85                           | % November 15, 2032 – October 15, 2033  |
| 25                              | 34,886           | 6.25%–6.50%         | 6.39                           | % August 15, 2038 – May 15, 2039        |
| 30                              | 125,063          | 5.50%–6.75%         | 6.22                           | % November 15, 2042 – October 15, 2043  |
|                                 | \$ 785,670       |                     |                                |                                         |

In connection with the issuance of the Prospect Capital InterNotes®, we incurred \$20,259 of fees which are being amortized over the term of the notes, of which \$18,616 remains to be amortized and is included within deferred financing costs on the Consolidated Statements of Assets and Liabilities as of September 30, 2014.

During the three months ended September 30, 2014 and September 30, 2013, we recorded \$10,856 and \$6,044, respectively, of interest costs and amortization of financing costs on the Prospect Capital InterNotes® as interest expense.

**Net Asset Value**

During the three months ended September 30, 2014, we issued \$59,735 of additional equity, net of underwriting and offering costs, by issuing 5,877,738 shares of our common stock. During the three months ended September 30, 2014, we sold 5,536,780 shares of our common stock at an average price of \$10.22 per share, and raised \$56,575 of gross proceeds, under our ATM Program. Net proceeds were \$56,095 after commissions to the broker-dealer on shares sold and offering costs. On July 24, 2014, August 21, 2014 and September 18, 2014, we issued 98,503, 129,435 and 113,020 shares of our common stock in connection with the dividend reinvestment plan, respectively. The following table shows the calculation of net asset value per share as of September 30, 2014 and June 30, 2014.

|                                               | September 30, 2014 | June 30, 2014 |
|-----------------------------------------------|--------------------|---------------|
| Net assets                                    | \$3,647,759        | \$3,618,182   |
| Shares of common stock issued and outstanding | 348,504,375        | 342,626,637   |
| Net asset value per share                     | \$10.47            | \$10.56       |

**Results of Operations**

Net increase in net assets resulting from operations for the three months ended September 30, 2014 and September 30, 2013 was \$84,108 and \$79,900, respectively. During the three months ended September 30, 2014, the \$4,208 increase is due to a \$12,126 increase in net investment income driven by a larger asset producing portfolio partially offset by an increase in interest expense due to additional debt financing. This increase is partially offset by a \$7.918

unfavorable increase in net realized and unrealized gains and losses on investments. (See "Net Realized (Loss) Gain" and "Net Changes in Unrealized Appreciation (Depreciation)" for further discussion.)

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Net increase in net assets resulting from operations for the three months ended September 30, 2014 and September 30, 2013 was \$0.24 and \$0.31 per weighted average share, respectively. During the three months ended September 30, 2014, the decrease is primarily due to a \$0.03 per weighted average share decrease in dividend income received from our investment in Airmall and a \$0.03 per weighted average share unfavorable increase in net realized and unrealized gains and losses on investments. (See "Net Realized (Loss) Gain" and "Net Changes in Unrealized Appreciation (Depreciation)" for further discussion.)

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 fees generated from 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.

Investment income, which consists of interest income, including accretion of loan origination fees and prepayment penalty fees, dividend income and other income, including settlement of net profits interests, overriding royalty interests and structuring fees, was \$202,021 and \$161,034 for the three months ended September 30, 2014 and September 30, 2013, respectively. During the three months ended September 30, 2014, the increase in investment income is primarily the result of a larger income producing portfolio.

The following table describes the various components of investment income and the related levels of debt investments:

|                                                            | Three Months Ended September 30, |              |
|------------------------------------------------------------|----------------------------------|--------------|
|                                                            | 2014                             | 2013         |
| Interest income                                            | \$ 184,140                       | \$ 138,421   |
| Dividend income                                            | 2,225                            | 7,089        |
| Other income                                               | 15,656                           | 15,524       |
| Total investment income                                    | \$ 202,021                       | \$ 161,034   |
| Average debt principal of performing investments           | \$ 5,998,511                     | \$ 4,179,192 |
| Weighted average interest rate earned on performing assets | 12.01                            | % 12.96 %    |

Average interest income producing assets have increased from \$4,179,192 for the three months ended September 30, 2013 to \$5,998,511 for the three months ended September 30, 2014. The average earned on interest bearing performing assets decreased from 13.0% for the three months ended September 30, 2013 to 12.6% for the year ended June 30, 2014 to 12.0% for the three months ended September 30, 2014. The decrease in returns during the comparable period is primarily due to originations at lower rates than our average existing portfolio yield.

Investment income is also generated from dividends and other income. Dividend income decreased from \$7,089 for the three months ended September 30, 2013 to \$2,225 for the three months ended September 30, 2014. The decrease in dividend income is primarily attributed to a \$7,000 decrease in the level of dividends received from our investment in Airmall. We received dividends of \$7,000 from Airmall during the three months ended September 30, 2013. No such dividends were received during the three months ended September 30, 2014 related to our investment in Airmall. The decrease in dividend income was partially offset by dividends of \$1,430 and \$671 received from our investments in Biotronic and Nationwide, respectively, during the three months ended September 30, 2014. The dividends received

from Biotronic and Nationwide include distributions as part of follow-on financings in August and September 2014, as discussed above. No dividends were received from Biotronic or Nationwide during the three months ended September 30, 2013.

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Other income has come primarily from structuring fees, royalty interests, and settlement of net profits interests. Income from other sources increased from \$15,524 for the three months ended September 30, 2013 to \$15,656 for the three months ended September 30, 2014. The slight increase is primarily due to a \$5,498 increase in structuring fees. These fees are primarily generated from originations and will fluctuate as levels of originations fluctuate. During the three months ended September 30, 2014 and September 30, 2013, we recognized structuring fees of \$14,158 and \$8,660, respectively, from new originations, restructurings and follow-on investments. Included within the \$14,158 of structuring fees recognized during the three months ended September 30, 2014 is a \$3,000 fee from Airmall related to the sale of the operating company for which a fee was received in August 2014. The remaining \$11,158 of structuring fees recognized during the three months ended September 30, 2014 resulted from follow-on investments and new originations, primarily from our investments in Pacific World, Trinity and UPRC, as discussed above. The increase in other income was partially offset by a decrease in miscellaneous income due to the receipt of \$5,000 of legal cost reimbursement from a litigation settlement during the three months ended September 30, 2013 which had been expensed in prior years. No such income was received during the three months ended September 30, 2014.

Operating Expenses

Our primary operating expenses consist of investment advisory fees (base management and income incentive fees), borrowing 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 Prospect Capital Management (the "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. Operating expenses were \$107,558 and \$78,697 for the three months ended September 30, 2014 and September 30, 2013, respectively.

The base management fee was \$33,165 and \$23,045 for the three months ended September 30, 2014 and September 30, 2013, respectively. The increase is directly related to our growth in total assets. For the three months ended September 30, 2014 and September 30, 2013, we incurred \$23,616 and \$20,584 of income incentive fees, respectively. This increase was driven by a corresponding increase in pre-incentive fee net investment income from \$102,921 for the three months ended September 30, 2013 to \$118,079 for the three months ended September 30, 2014, primarily due to an increase in interest income from a larger asset base. No capital gains incentive fee has yet been incurred pursuant to the Investment Advisory Agreement.

During the three months ended September 30, 2014 and September 30, 2013, we incurred \$42,914 and \$27,407, respectively, of expenses related to our Revolving Credit Facility, Convertible Notes, Public Notes and Prospect Capital InterNotes® (collectively, our "Notes"). These expenses are related directly to the leveraging capacity put into place for each of those periods and the levels of indebtedness actually undertaken in those periods. The table below describes the various expenses of our Notes and the related indicators of leveraging capacity and indebtedness during these periods.

|                                                        | Three Months Ended September 30, |   |              |   |
|--------------------------------------------------------|----------------------------------|---|--------------|---|
|                                                        | 2014                             |   | 2013         |   |
| Interest on borrowings                                 | \$ 37,010                        |   | \$ 23,524    |   |
| Amortization of deferred financing costs               | 3,829                            |   | 2,435        |   |
| Accretion of discount on Public Notes                  | 69                               |   | 36           |   |
| Facility commitment fees                               | 2,006                            |   | 1,412        |   |
| Total interest and credit facility expenses            | \$ 42,914                        |   | \$ 27,407    |   |
| Average principal debt outstanding                     | \$ 2,731,720                     |   | \$ 1,615,894 |   |
| Weighted average stated interest rate on borrowings(1) | 5.30                             | % | 5.70         | % |
| Weighted average interest rate on borrowings(2)        | 5.85                             | % | 6.29         | % |
| Revolving Credit Facility amount at beginning of year  | \$ 857,500                       |   | \$ 552,500   |   |

(1) Includes only the stated interest expense.

(2)

Includes the stated interest expense, amortization of deferred financing costs, accretion of discount on Public Notes and commitment fees on the undrawn portion of our Revolving Credit Facility.

The increase in interest expense for the three months ended September 30, 2014 is primarily due to the issuance of additional Prospect Capital InterNotes® during the final three quarters of the prior fiscal year, the 5.00% 2019 Notes, and the 2020 Notes for which we incurred an incremental \$13,842 of collective interest expense. The weighted average interest rate on borrowings (excluding amortization, accretion and undrawn facility fees) decreased from 5.70% for the three months ended

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September 30, 2013 to 5.30% for the three months ended September 30, 2014. This decrease is primarily due to issuances of debt at lower coupon rates. For example, the weighted average interest rate on our Prospect Capital InterNotes® decreased from 5.62% as of September 30, 2013 to 5.38% as of September 30, 2014.

The allocation of overhead expense from Prospect Administration was \$2,416 and \$3,986 for the three months ended September 30, 2014 and September 30, 2013, respectively. During the three months ended September 30, 2014 and September 30, 2013, Prospect Administration received payments of \$1,055 and \$1,078, respectively, directly from our portfolio companies for legal, tax and portfolio level accounting services. We were given a credit for these payments as a reduction of the administrative services cost payable by us to Prospect Administration. Had Prospect Administration not received these payments, Prospect Administration's charges for its administrative services would have increased by these amounts.

Excise tax decreased from an expense of \$1,000 for the three months ended September 30, 2013 to zero for the three months ended September 30, 2014. As of June 30, 2013, we accrued \$5,000 as an estimate of the excise tax due for continuing to retain a portion of our annual taxable income for the calendar year ended December 31, 2013. We previously paid \$4,500 for the undistributed ordinary income retained at December 31, 2012. During the year ended June 30, 2014, we amended our excise tax returns resulting in the \$4,200 reversal of previously recognized expense and we recorded a \$2,200 prepaid asset for the amount our \$4,500 excise tax payment exceeded the excise tax liability estimated through June 30, 2014. There was no excise tax expense for the three months ended September 30, 2014.

Total operating expenses, net of investment advisory fees, interest and credit facility expenses, allocation of overhead from Prospect Administration and excise tax ("Other Operating Expenses") were \$5,447 and \$2,675 for the three months ended September 30, 2014 and September 30, 2013, respectively. The increase of \$2,772 during the three months ended September 30, 2014 is primarily due to an increase in our legal fees related to the discussions with the SEC regarding consolidation.

#### Net Investment Income

Net investment income was \$94,463 and \$82,337 for the three months ended September 30, 2014 and September 30, 2013, respectively (\$0.28 and \$0.32 per weighted average share, respectively). The \$12,126 increase during the three months ended September 30, 2014 is primarily the result of a \$40,987 increase in investment income partially offset by a \$28,861 increase in operating expenses. The \$0.04 per weighted average share decrease in net investment income for the three months ended September 30, 2014 is primarily due to a \$0.01 per weighted average share decrease in other income primarily due to legal costs recovered during the three months ended September 30, 2013 and, to a lesser extent, a decrease in dividend income due to a decline in the level of dividends received from our investment in Airmall. (Refer to "Investment Income" and "Operating Expenses" above for further discussion.)

#### Net Realized (Loss) Gain

Net realized (loss) gain was \$(22,911) and \$3,789 for the three months ended September 30, 2014 and September 30, 2013, respectively. The net realized loss during the three months ended September 30, 2014 was primarily due to the sale of our investments in Airmall, Borgia and BXC for which we recognized total realized losses of \$23,011, as discussed above. During the three months ended September 30, 2014, we determined that the impairment of Appalachian Energy LLC ("AEH") was other-than-temporary and recorded a realized loss of \$2,042 for the amount that the amortized cost exceeded the fair value. These losses were partially offset by net realized gains from the proceeds collected on warrants redeemed from Snacks Parent Corporation, litigation settlements and the release of escrowed amounts due to us from several portfolio companies for which we recognized total realized gains of \$2,142.

#### Net Change in Unrealized Appreciation (Depreciation)

Net change in unrealized appreciation (depreciation) was \$12,556 and \$(6,226) for the three months ended September 30, 2014 and September 30, 2013, respectively. The variability in results is primarily due to the valuation of equity positions in our portfolio susceptible to significant changes in value, both increases as well as decreases, due to operating results. For the three months ended September 30, 2014, the \$12,556 net change in unrealized appreciation was driven by the sale of our investments in Airmall, Borgia and BXC for which we eliminated the unrealized depreciation balances related to these investments. We also experienced significant write-ups in our investments in Ajax, Harbortouch, MITY and NPRC. These instances of unrealized appreciation were partially offset by unrealized

depreciation related to APRC, Echelon, Gulf Coast, Valley Electric and our CLO equity investments.

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### Financial Condition, Liquidity and Capital Resources

For the three months ended September 30, 2014 and September 30, 2013, our operating activities used \$97,411 and \$236,715 of cash, respectively. There were no investing activities for the three months ended September 30, 2014 and September 30, 2013. Financing activities provided \$256,470 and \$195,873 of cash during the three months ended September 30, 2014 and September 30, 2013, respectively, which included dividend payments of \$109,951 and \$80,064, respectively.

Our primary uses of funds have been to continue to invest in portfolio companies, through both debt and equity investments, repay outstanding borrowings and to make cash distributions to holders of our common stock.

Our primary sources of funds have been issuances of debt and equity. 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 unsecured 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. During the three months ended September 30, 2014, we borrowed \$547,000 and made repayments totaling \$228,000 under our Revolving Credit Facility. As of September 30, 2014, we had \$411,000 outstanding on our Revolving Credit Facility, \$1,247,500 outstanding on our Convertible Notes, Public Notes with a carrying value of \$647,950 and \$784,305 outstanding on our Prospect Capital InterNotes®. (See "Capitalization" above.)

Undrawn committed revolvers and delayed draw term loans to our portfolio companies incur commitment and unused fees ranging from 0.00% to 2.00%. As of September 30, 2014 and June 30, 2014, we had \$202,963 and \$143,597, respectively, of undrawn revolver and delayed draw term loan commitments to our portfolio companies.

Our Board of Directors, pursuant to the Maryland General Corporation Law, executed Articles of Amendment to increase the number of shares authorized for issuance from 500,000,000 to 1,000,000,000 in the aggregate. The amendment became effective May 6, 2014.

On October 15, 2013, our Registration Statement on Form N-2 was declared effective by the SEC. Under this Shelf Registration Statement, we can issue up to \$3,635,217 of additional debt and equity securities in the public market as of September 30, 2014. See "Recent Developments" for updates to our Registration Statement subsequent to September 30, 2014.

We also continue to generate liquidity through public and private stock offerings.

On August 29, 2014, we entered into an ATM Program with BB&T Capital Markets, Goldman Sachs, KeyBanc Capital Markets, and RBC Capital Markets through which we could sell, by means of at-the-market offerings from time to time, up to 50,000,000 shares of our common stock. During the period from September 8, 2014 through September 25, 2014 (with settlement dates of September 11, 2014 to September 30, 2014), we sold 5,536,780 shares of our common stock at an average price of \$10.22 per share, and raised \$56,575 of gross proceeds, under the ATM Program. Net proceeds were \$56,095 after commissions to the broker-dealer on shares sold and offering costs. See "Recent Developments" for issuances under the ATM Program subsequent to September 30, 2014.

### Off-Balance Sheet Arrangements

As of September 30, 2014, 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.

### Recent Developments

During the period from September 26, 2014 through October 29, 2014 (with settlement dates of October 1, 2014 to November 3, 2014), we sold 3,954,195 shares of our common stock at an average price of \$9.76 per share, and raised \$38,574 of gross proceeds, under the ATM Program. Net proceeds were \$38,377 after commissions to the broker-dealer on shares sold and offering costs.

On October 3, 2014, we sold our \$35,000 investment in Babson CLO Ltd. 2011-I and realized a loss on the sale.

On October 6, 2014, we made a \$35,221 follow-on investment in Onyx Payments to fund an acquisition.

On October 7, 2014, Grocery Outlet, Inc. repaid the \$14,457 loan receivable to us.

On October 8, 2014, we made a \$65,000 secured debt investment in Capstone Logistics, LLC, a logistics services portfolio company.

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On October 9, 2014, we made an investment of \$50,743 to purchase 83.60% of the subordinated notes in Babson CLO Ltd. 2014-III in a co-investment transaction with Priority Income Fund, Inc.

On October 10, 2014, Ajax Rolled Ring & Machine, LLC repaid the \$19,337 loan receivable to us.

On October 17, 2014, we made an investment of \$48,994 to purchase 90.54% of the subordinated notes in Symphony CLO XV, Ltd.

On October 20, 2014, we sold our \$22,000 investment in Galaxy XII CLO, Ltd. and realized a loss on the sale.

On October 21, 2014, we made a \$22,500 secured debt investment in Hollander Sleep Products, a manufacturer of bed pillows and mattress pads in the United States.

On October 22, 2014, we issued 138,721 shares of our common stock in connection with the dividend reinvestment plan.

On November 4, 2014, our Registration Statement on Form N-2 was declared effective by the SEC. Under this Shelf Registration Statement, we can issue up to \$5,000,000 of additional debt and equity securities in the public market. In addition to the transactions noted above, during the period from October 1, 2014 through November 6, 2014, we made seven follow-on investments in NPRC totaling \$55,000 to support the online lending initiative. We invested \$8,250 of equity through NPH and \$46,750 of debt directly to NPRC. In addition, during this period, we received a partial repayment of \$10,965 of the NPRC loan previously outstanding and \$1,935 as a return of capital on the equity investment in NPRC.

### Critical Accounting Policies and Estimates

#### Basis of Presentation and Consolidation

The accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("GAAP") pursuant to the requirements for reporting on Form 10-Q, ASC 946, Financial Services—Investment Companies ("ASC 946"), and Articles 6 and 10 of Regulation S-X. Under the 1940 Act, ASC 946, and the regulations pursuant to Article 6 of Regulation S-X, we are precluded from consolidating any entity other than another investment company or an operating company which provides substantially all of its services to benefit us. Our consolidated financial statements include the accounts of Prospect, PCF, PSBL, and the Consolidated Holding Companies. All intercompany balances and transactions have been eliminated in consolidation. The financial results of our non-substantially wholly-owned holding companies and operating portfolio company investments are not consolidated in the financial statements. Any operating companies owned by the Consolidated Holding Companies are not consolidated.

#### Use of Estimates

The preparation of the consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of income, expenses, and gains and losses 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.

#### Cash and Cash Equivalents

Cash and cash equivalents include funds deposited with financial institutions and short-term, highly-liquid overnight investments in money market funds. Cash and cash equivalents are carried at cost which approximates fair value.

#### Investment Classification

We are a non-diversified company within the meaning of the 1940 Act. As required by 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. Under the 1940 Act, "Affiliate Investments" 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. "Non-Control/Non-Affiliate Investments" are those that are neither Control Investments nor Affiliate Investments.

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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. 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

Our 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 we would incur if the counterparties failed to perform pursuant to the terms of their agreements with us.

#### Liquidity Risk

Liquidity risk represents the possibility that we may not be able to rapidly adjust the size of our investment 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

Many of our 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

To value our investments, we follow the guidance of ASC 820, Fair Value Measurement ("ASC 820"), that defines fair value, establishes a framework for measuring fair value in conformity with GAAP, and requires disclosures about fair value measurements. 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.

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.

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.

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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 independent valuation firms engaged by our Board of Directors.
2. The independent valuation firms conduct independent valuations and make their own independent assessments.
3. The Audit Committee of our Board of Directors reviews and discusses the preliminary valuation of Prospect Capital Management LLC (the "Investment Adviser") and that of the independent valuation firms.
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 the Investment Adviser, the respective independent valuation firm and the Audit Committee.

Investments are valued utilizing a yield analysis, enterprise value ("EV") analysis, net asset value analysis, liquidation analysis, discounted cash flow analysis, or a combination of methods, as appropriate. The yield analysis uses loan spreads and other relevant information implied by market data involving identical or comparable assets or liabilities. Under the EV analysis, the EV of a portfolio company is first determined and allocated over the portfolio company's securities in order of their preference relative to one another (i.e., "waterfall" allocation). To determine the EV, we typically use a market multiples approach that considers relevant and applicable market trading data of guideline public companies, transaction metrics from precedent M&A transactions and/or a discounted cash flow analysis. The net asset value analysis is used to derive a value of an underlying investment (such as real estate property) by dividing a relevant earnings stream by an appropriate capitalization rate. For this purpose, we consider capitalization rates for similar properties as may be obtained from guideline public companies and/or relevant transactions. The liquidation analysis is intended to approximate the net recovery value of an investment based on, among other things, assumptions regarding liquidation proceeds based on a hypothetical liquidation of a portfolio company's assets. The discounted cash flow analysis uses valuation techniques to convert future cash flows or earnings to a range of fair values from which a single estimate may be derived utilizing an appropriate discount rate. The measurement is based on the net present value indicated by current market expectations about those future amounts.

In applying these methodologies, additional factors that we consider in fair value pricing our investments may include, as we deem relevant: security covenants, call protection provisions, and information rights; the nature and realizable value of any collateral; the portfolio company's ability to make payments; the principal markets in which the portfolio company does business; publicly available financial ratios of peer companies; the principal market; and enterprise values, among other factors.

Our investments in CLOs are classified as ASC 820 Level 3 securities and are valued using a discounted cash flow model. The valuations have been accomplished through the analysis of the CLO deal structures to identify the risk exposures from the modeling point of view. For each CLO security, the most appropriate valuation approach has been chosen from alternative approaches to ensure the most accurate valuation for such security. To value a CLO, both the assets and the liabilities of the CLO capital structure are modeled. We use a waterfall engine to store the collateral data, generate collateral cash flows from the assets based on various assumptions for the risk factors, distribute the cash flows to the liability structure based on the payment priorities, and discount them back using current market discount rates. The main risk factors are: default risk, interest rate risk, downgrade risk, and credit spread risk.

### Valuation of Other Financial Assets and Financial Liabilities

ASC 825, Financial Instruments, specifically ASC 825-10-25, permits an entity to choose, at specified election dates, to measure eligible items at fair value (the "Fair Value Option"). We have not elected the Fair Value Option to report selected financial assets and financial liabilities. See Note 8 for further discussion of our financial liabilities that are measured using another measurement attribute.

### Convertible Notes

We have recorded the Convertible Notes at their contractual amounts. The Convertible Notes were analyzed for any features that would require bifurcation and such features were determined to be immaterial. See Note 5 for further discussion.

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### 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 amortization of 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 Capital Funding, Inc. ("Patriot") was determined based on the difference between par value and fair value as of December 2, 2009, and continued to accrete until maturity or repayment of the respective loans. As of March 31, 2014, the purchase discount for the assets acquired from Patriot had been fully accreted. See Note 3 for further discussion.

Loans are placed on non-accrual status 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 September 30, 2014, less than 0.1% of our total assets are in non-accrual status.

Interest income from investments in the "equity" class of security of CLO funds (typically income notes or subordinated notes) is recorded based upon an estimation of an effective yield to expected maturity utilizing assumed cash flows in accordance with ASC 325-40, Beneficial Interests in Securitized Financial Assets. We monitor the expected cash inflows from our CLO equity investments, including the expected residual payments, and the effective yield is determined and updated periodically.

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. See Note 10 for further discussion.

### 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 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 ordinary income and 98.2% of our capital gains 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 ordinary income and 98.2% of our capital gains exceed 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 of September 30, 2014, we had a deposit with the IRS for excise taxes as we have made estimated excise tax payments in excess of our expected excise tax liability for the calendar year ending December 31, 2014.

If we fail to satisfy the annual distribution requirement or otherwise fail to qualify as a RIC in any taxable year, we would be subject to tax on all of our taxable income at regular corporate rates. We would not be able to deduct distributions to stockholders, nor would we be required to make distributions. Distributions would generally be taxable to our individual and other non-corporate taxable stockholders as ordinary dividend income eligible for the reduced maximum rate applicable to qualified dividend income to the extent of our current and accumulated earnings and profits, provided certain holding period and other requirements are met. Subject to certain limitations under the

Code, corporate distributions would be eligible for the dividends-received deduction. To qualify again to be taxed as a RIC in a subsequent year, we would be required to distribute to our shareholders our accumulated earnings and profits attributable to non-RIC years reduced by an interest charge of 50% of such earnings and profits payable by us as an additional tax. In addition, if we failed to qualify as a RIC for a period greater than two taxable years, then, in order to qualify as a RIC in a subsequent year, we would be required to elect to recognize and pay tax on any net built-in gain (the excess of aggregate gain, including items of income, over aggregate loss that would have

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been realized if we had been liquidated) or, alternatively, be subject to taxation on such built-in gain recognized for a period of ten years.

We follow ASC 740, Income Taxes (“ASC 740”). ASC 740 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the consolidated 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. As of September 30, 2014 and for the three months then ended, we did not have a liability for any unrecognized tax benefits, respectively. 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. Although we file both federal and state income tax returns, our major tax jurisdiction is federal. Our tax returns for each of our federal tax years since 2010 remain subject to examination by the Internal Revenue Service.

### 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 monthly dividend or distribution is approved by our Board of Directors quarterly and is generally based upon our management’s estimate of our future earnings. Net realized capital gains, if any, are distributed at least annually.

### Financing Costs

We record origination expenses related to our Revolving Credit Facility and Convertible Notes, Public Notes and Prospect Capital InterNotes® (collectively, our “Unsecured Notes”) as deferred financing costs. These expenses are deferred and amortized as part of interest expense using the straight-line method for our Revolving Credit Facility and the effective interest method for our Unsecured Notes over the respective expected life or maturity.

We record registration expenses related to shelf filings as prepaid assets. These expenses consist principally of SEC registration fees, legal fees and accounting fees incurred. These prepaid assets are charged to capital upon the receipt of proceeds from an equity offering or charged to expense if no offering is completed.

### Guarantees and Indemnification Agreements

We follow ASC 460, Guarantees (“ASC 460”). ASC 460 elaborates on the disclosure requirements of a guarantor in its interim and annual consolidated 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.

### Per Share Information

Net increase or decrease in net assets resulting from operations per share is calculated using the weighted average number of common shares outstanding for the period presented. In accordance with ASC 946, convertible securities are not considered in the calculation of net asset value per share.

### Recent Accounting Pronouncements

In August 2014, the FASB issued Accounting Standards Update 2014-15, Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern (“ASU 2014-15”). ASU 2014-15 will explicitly require management to assess an entity’s ability to continue as a going concern, and to provide related footnote disclosure in certain circumstances. The new standard will be effective for all entities in the first annual period ending after December 15, 2016. Earlier adoption is permitted. The adoption of the amended guidance in ASU 2014-15 is not expected to have a significant effect on our consolidated financial statements and disclosures.

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**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are subject to financial market risks, including changes in interest rates and equity price risk. Some of the loans in our portfolio have floating interest rates.

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 higher interest rates with respect to our portfolio of investments. During the three months ended September 30, 2014, we did not engage in hedging activities.

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REGISTRATION AND SETTLEMENT

The Depository Trust Company

All of the notes we offer will be issued in book-entry only form. This means that we will not issue certificates for notes, except in the limited case described below. Instead, we will issue global notes in registered form. Each global note will be held through DTC and will be registered in the name of Cede & Co., as nominee of DTC.

Accordingly, Cede & Co. will be the holder of record of the notes. Each note represented by a global note evidences a beneficial interest in that global note.

Beneficial interests in a global note will be shown on, and transfers are effected through, records maintained by DTC or its participants. In order to own a beneficial interest in a note, you must be an institution that has an account with DTC or have a direct or indirect account with such an institution. Transfers of ownership interests in the notes will be accomplished by making entries in DTC participants' books acting on behalf of beneficial owners.

So long as DTC or its nominee is the registered holder of a global note, DTC or its nominee, as the case may be, will be the sole holder and owner of the notes represented thereby for all purposes, including payment of principal and interest, under the indenture. Except as otherwise provided below, you will not be entitled to receive physical delivery of certificated notes and will not be considered the holder of the notes for any purpose under the indenture.

Accordingly, you must rely on the procedures of DTC and the procedures of the DTC participant through which you own your note in order to exercise any rights of a holder of a note under the indenture. The laws of some jurisdictions require that certain purchasers of notes take physical delivery of such notes in certificated form. Those limits and laws may impair the ability to transfer beneficial interests in the notes.

Each global note representing notes will be exchangeable for certificated notes of like tenor and terms and of differing authorized denominations in a like aggregate principal amount, only if (1) DTC notifies us that it is unwilling or unable to continue as depository for the global notes or we become aware that DTC has ceased to be a clearing agency registered under the Exchange Act and, in any such case we fail to appoint a successor to DTC within 60 calendar days, (2) we, in our sole discretion, determine that the global notes shall be exchangeable for certificated notes or (3) an event of default has occurred and is continuing with respect to the notes under the indenture. Upon any such exchange, the certificated notes shall be registered in the names of the beneficial owners of the global note representing the notes.

The following is based on information furnished by DTC:

DTC will act as securities depository for the notes. The notes will be issued as fully-registered notes registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. Generally, one fully registered global note will be issued for all of the principal amount of the notes.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds and provides asset servicing for over 2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues and money market instruments from over 85 countries that DTC's direct participants deposit with DTC.

DTC also facilitates the post-trade settlement among direct participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between direct participants' accounts. This eliminates the need for physical movement of securities certificates. Direct participants include both U.S. and non U.S. securities brokers and dealers,

banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of direct participants of DTC and members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation, as well as by The New York Stock Exchange, Inc., the American Stock Exchange LLC, and the Financial Industry Regulatory Authority, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a direct participant,

either directly or indirectly. The DTC rules applicable to its participants are on file with the SEC. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of the notes under the DTC system must be made by or through direct participants, which will receive a credit for the notes on DTC's records. The beneficial interest of each actual purchaser of each note is in turn to be recorded on the

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direct and indirect participants' records. Beneficial owners will not receive written confirmation from DTC of their purchase. Beneficial owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the direct or indirect participant through which the beneficial owner entered into the transaction. Transfers of beneficial interests in the notes are to be accomplished by entries made on the books of direct and indirect participants acting on behalf of beneficial owners. Beneficial owners will not receive certificates representing their beneficial interests in notes, except in the event that use of the book-entry system for the notes is discontinued.

To facilitate subsequent transfers, all notes deposited by direct participants with DTC will be registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of the notes with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the notes; DTC's records reflect only the identity of the direct participants to whose accounts such notes will be credited, which may or may not be the beneficial owners. The direct and indirect participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to direct participants, by direct participants to indirect participants, and by direct participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial owners of the notes may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the notes, such as redemption, tenders, defaults, and proposed amendments to the security documents. For example, beneficial owners of the notes may wish to ascertain that the nominee holding the notes for their benefit has agreed to obtain and transmit notices to beneficial owners. In the alternative, beneficial owners may wish to provide their names and addresses to the registrar of the notes and request that copies of the notices be provided to them directly. Any such request may or may not be successful.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the notes unless authorized by a direct participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an Omnibus Proxy to us as soon as possible after the regular record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those direct participants to whose accounts the notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

We will pay principal and or interest payments on the notes in same-day funds directly to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit direct participants' accounts on the applicable payment date in accordance with their respective holdings shown on DTC's records upon DTC's receipt of funds and corresponding

detail information. Payments by participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of these participants and not of DTC or any other party, subject to any statutory or regulatory requirements that may be in effect from time to time. Payment of principal and interest to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC, is our responsibility, disbursement of such payments to direct participants is the responsibility of DTC, and disbursement of such payments to the beneficial owners is the responsibility of the direct or indirect participant.

We will send any redemption notices to DTC. If less than all of the notes are being redeemed, DTC's practice is to determine by lot the amount of the interest of each direct participant in such issue to be redeemed.

A beneficial owner, or its authorized representative, shall give notice to elect to have its notes repaid by us, through its direct or indirect participant, to the trustee, and shall effect delivery of such notes by causing the direct participant to transfer that participant's interest in the global note representing such notes, on DTC's records, to the trustee. The requirement for physical delivery of notes in connection with a demand for repayment will be deemed satisfied when the ownership rights in the global note representing such notes are transferred by the direct participants on DTC's records.

DTC may discontinue providing its services as securities depository for the notes at any time by giving us reasonable notice. Under such circumstances, if a successor securities depository is not obtained, we will print and deliver

certificated notes. We may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, we will print and deliver certificated notes.

The information in this section concerning DTC and DTC's system has been obtained from sources that we believe to be reliable, but neither we, the Purchasing Agent nor any agent takes any responsibility for its accuracy.

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Registration, Transfer and Payment of Certificated Notes

If we ever issue notes in certificated form, those notes may be presented for registration, transfer and payment at the office of the registrar or at the office of any transfer agent designated and maintained by us. We have originally designated American Stock Transfer & Trust Company, LLC to act in those capacities for the notes. The registrar or transfer agent will make the transfer or registration only if it is satisfied with the documents of title and identity of the person making the request. There will not be a service charge for any exchange or registration of transfer of the notes, but we may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with the exchange. At any time, we may change transfer agents or approve a change in the location through which any transfer agent acts. We also may designate additional transfer agents for any notes at any time. We will not be required to: (1) issue, exchange or register the transfer of any note to be redeemed for a period of 15 days after the selection of the notes to be redeemed; (2) exchange or register the transfer of any note that was selected, called or is being called for redemption, except the unredeemed portion of any note being redeemed in part; or (3) exchange or register the transfer of any note as to which an election for repayment by the holder has been made, except the unrepaid portion of any note being repaid in part.

We will pay principal of and interest on any certificated notes at the offices of the paying agents we may designate from time to time. Generally, we will pay interest on a note by check on any interest payment date other than at stated maturity or upon earlier redemption or repayment to the person in whose name the note is registered at the close of business on the regular record date for that payment. We will pay principal and interest at stated maturity or upon earlier redemption or repayment in same-day funds against presentation and surrender of the applicable notes.

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### SUPPLEMENT TO MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

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

The following is a general summary of the material U.S. federal income tax considerations relating to the purchase, ownership and disposition of the notes. This discussion is based upon the Code, Treasury Regulations and judicial decisions and administrative interpretations thereof, all as of the date hereof and all of which are subject to change or differing interpretations, possibly with retroactive effect. No ruling from the Internal Revenue Service ("IRS") has been or will be sought regarding any matter discussed herein. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax aspects set forth below.

This discussion applies only to a holder of notes that acquires the notes pursuant to this offering at their "issue price" within the meaning of the applicable provisions of the Code and who holds the notes as a capital asset (generally, property held for investment) under the Code. This discussion does not address any U.S. federal estate or gift tax consequences or any state, local or non-U.S. tax consequences. In addition, this discussion does not address all aspects of U.S. federal income taxation that may be applicable to investors in light of their particular circumstances, or to investors subject to special treatment under U.S. federal income tax law, including, but not limited to:

- banks, insurance companies or other financial institutions;
- pension plans or trusts;
- U.S. noteholders (as defined below) whose functional currency is not the U.S. dollar;
- real estate investment trusts;
- regulated investment companies;
- persons subject to the alternative minimum tax;
- cooperatives;
- tax-exempt organizations;
- dealers in securities;
- expatriates;
- foreign persons or entities (except to the extent set forth below);
- persons deemed to sell the notes under the constructive sale provisions of the Code; or
- persons that hold the notes as part of a straddle, hedge, conversion transaction or other integrated investment.

If a partnership (including any entity or arrangement treated as a partnership for U.S. federal income tax purposes) owns notes, the tax treatment of a partner in the partnership will depend upon the status of the partner and the activities of the partnership. Partners in a partnership that owns the notes should consult their tax advisors as to the particular U.S. federal income tax consequences applicable to them.

We encourage investors to consult their tax advisors regarding the specific consequences of an investment in our notes, including tax reporting requirements, the applicability of U.S. federal, state or local and foreign tax laws, eligibility for the benefits of any applicable tax treaty and the effect of any possible changes in the tax laws.

#### Consequences to U.S. Noteholders

The following is a general summary of the material U.S. federal income tax consequences that will apply to you if you are a U.S. noteholder. Material U.S. federal income tax consequences to non-U.S. noteholders are described under "Consequences to Non-U.S. Noteholders" below. For purposes of this summary, the term "U.S. noteholder" means a beneficial owner of a note that is, for U.S. federal income tax purposes (i) an individual who is a citizen or resident of the U.S., (ii) a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, that is created or organized under the laws of the U.S., any of the States or the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (iv) a trust (A) if a court within the U.S. is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all substantial decisions of such trust, or (B) that has made a valid election to be treated as a U.S. person for U.S. federal income tax purposes.

Stated interest and OID on the notes

Except as discussed below, a U.S. noteholder generally will be required to recognize stated interest as ordinary income at the time it is paid or accrued on the notes in accordance with its regular method of accounting for U.S. federal income tax purposes. In addition, if the notes' "issue price" (the first price at which a substantial amount of the notes is sold to investors) is less than their "stated redemption price at maturity" (the sum of all payments to be made on the notes other than "qualified stated interest") by more than a statutorily defined de minimis threshold, the notes will be issued with original issue discount

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("OID") for U.S. federal income tax purposes. The term "qualified stated interest" generally means stated interest that is unconditionally payable at least annually at a single fixed rate or, if certain requirements are met (as described below), certain variable rates.

If the notes are issued with OID, a U.S. noteholder generally will be required to include the OID in gross income as ordinary interest income in advance of the receipt of cash attributable to that income and regardless of such holder's regular method of tax accounting. Such OID will be included in gross income for each day during each taxable year in which the note is held using a constant yield-to-maturity method that reflects the compounding of interest. This means that the holder will have to include in income increasingly greater amounts of OID over time. Notice will be given in the applicable pricing supplement if we determine that a particular note will be issued with OID. We are required to provide information returns stating the amount of OID accrued on the notes held by persons of record other than certain exempt holders.

If the notes are "step-up notes" (i.e., notes with a fixed interest rate that increases at pre-determined intervals), the tax treatment described in the first sentence under "—Consequences to U.S. Noteholders—Stated interest and OID on the notes" assumes that we will have the right to call the notes at par (plus accrued but unpaid interest) on each date that the interest rate increases. If this is not the case, interest that exceeds the lowest rate payable under the step-up note may not be treated as qualified stated interest and, depending on the amount of such excess, may thus cause the step-up note to be treated as issued with OID, in which case the notes generally would be subject to the OID rules discussed above. Prospective investors are urged to consult their own tax advisors regarding the treatment of step-up notes or similar notes.

If you own a note issued with de minimis OID (i.e., discount that is not OID), you generally must include the de minimis OID in income at the time principal payments on the notes are made in proportion to the amount paid. Any amount of de minimis OID that you have included in income will be treated as capital gain.

### Short-term notes

Notes that have a fixed maturity of one year or less ("short-term notes") will be subject to the following special rules. All of the interest on a short-term note is treated as part of the short-term note's stated redemption price at maturity, thereby giving rise to OID. Thus, all short-term notes will be OID debt securities. OID will be treated as accruing on a short-term debt instrument ratably or, at the election of a U.S. noteholder, under a constant yield method.

A U.S. noteholder that uses the cash method of tax accounting (with certain exceptions) will generally not be required to include OID in respect of the short-term note in income on a current basis, though they may be required to include stated interest in income as the income is received. Such a U.S. noteholder may not be allowed to deduct all of the interest paid or accrued on any indebtedness incurred or maintained to purchase or carry such a short-term note until the maturity of the note or its earlier disposition in a taxable transaction. In addition, such a U.S. noteholder will be required to treat any gain realized on a disposition of the note as ordinary income to the extent of the holder's accrued OID on the note, and short-term capital gain to the extent the gain exceeds accrued OID. A U.S. noteholder that uses the cash method of tax accounting may, however, elect to include OID on a short-term note in income on a current basis. In such case, the limitation on the deductibility of interest described above will not apply. A U.S. noteholder that uses the accrual method of tax accounting and certain cash method holders generally will be required to include OID on a short-term note in income on a current basis.

### Floating Rate Notes

In the case of a note that is a floating rate note (including a note based on LIBOR), special rules apply. In general, if a note qualifies for treatment as a "variable rate debt instrument" under Treasury Regulations and provides for stated interest that is unconditionally payable at least annually at a variable rate that, subject to certain exceptions, is a single "qualified floating rate" or "objective rate," each as defined below, all stated interest on the note is treated as qualified stated interest. In that case, both the note's "yield to maturity" and "qualified stated interest" will be determined, for purposes of calculating the accrual of OID, if any, as though the note will bear interest in all periods throughout its term at a fixed rate generally equal to the rate that would be applicable to interest payments on the note on its issue date or, in the case of an objective rate (other than a "qualified inverse floating rate"), the rate that reflects the yield to maturity that is reasonably expected for the note. A U.S. noteholder of a variable rate debt instrument would then recognize OID, if any, that is calculated based on the note's assumed yield to maturity. If the interest actually accrued

or paid during an accrual period exceeds or is less than the assumed fixed interest, the qualified stated interest allocable to that period is increased or decreased under rules set forth in Treasury Regulations. Special rules apply for determining the amount of OID for other variable rate debt instruments, such as instruments with more than one qualified floating rate or instruments with a single fixed rate and one or more qualified floating rates. U.S. noteholders should consult their own tax advisors with respect to the specific U.S. federal income tax considerations regarding any investment in a note that qualifies a "variable rate debt instrument."

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A note will generally qualify as a variable rate debt instrument if (a) the note's issue price does not exceed the total noncontingent principal payments by more than the lesser of: (i) .015 multiplied by the product of the total noncontingent principal payments and the number of complete years to maturity from the issue date, or (ii) 15% of the total noncontingent principal payments; (b) the note provides for stated interest, compounded or paid at least annually, only at one or more qualified floating rates, a single fixed rate and one or more qualified floating rates, a single objective rate, or a single fixed rate and a single objective rate that is a qualified inverse floating rate; and (c) the value of the rate on any date during the term of the note is set no earlier than three months prior to the first day on which that value is in effect or no later than one year following that first day.

Generally, a rate is a qualified floating rate if variations in the rate can reasonably be expected to measure contemporaneous fluctuations in the cost of newly borrowed funds in the currency in which the debt instrument is denominated. A rate that equals LIBOR or LIBOR plus or minus a fixed spread is, in general, a qualified floating rate. However, a rate (including a rate based on LIBOR) will generally not be a qualified floating rate if, among other circumstances:

- the rate is subject to one or more minimum or maximum rate floors or ceilings or one or more governors limiting the amount of increase or decrease in each case which are not fixed throughout the term of the note and which are reasonably expected as of the issue date to cause the rate in some accrual periods to be significantly higher or lower than the overall expected return on the note determined without the floor, ceiling, or governor; or

- the rate is a multiple of a qualified floating rate unless the multiple is a fixed multiple that is greater than 0.65 but not more than 1.35 (provided, however, that if a multiple of a qualified floating rate is not within such limits and thus is not itself a qualified floating rate, it may nevertheless qualify as an "objective rate").

If a note provides for two or more qualified floating rates that are within 0.25 percentage points of each other on the issue date or can reasonably be expected to have approximately the same values throughout the term of the note, the qualified floating rates together constitute a single qualified floating rate.

Generally, an objective rate is a rate that is determined using a single fixed formula that is based on objective financial or economic information such as one or more qualified floating rates. An objective rate is a qualified inverse floating rate if that rate is equal to a fixed rate minus a qualified floating rate and variations in the rate can reasonably be expected to inversely reflect contemporaneous variations in the qualified floating rate. A variable rate will generally not qualify as an objective rate if, among other circumstances, it is reasonably expected that the average value of the variable rate during the first half of the term of the note will be either significantly less than or significantly greater than the average value of the rate during the final half of the term of the note.

If a floating rate note does not qualify as a "variable rate debt instrument," the note generally will be subject to taxation under special rules applicable to contingent payment debt instruments. U.S. noteholders should consult their own tax advisors with respect to the specific U.S. federal income tax considerations regarding such notes.

**Sale, exchange, redemption or other taxable disposition of the notes**

Subject to the special rules for short-term notes discussed above, upon the sale, exchange, redemption or other taxable disposition of a note, a U.S. noteholder generally will recognize capital gain or loss in an amount equal to the difference between (1) the sum of cash plus the fair market value of all other property received on such disposition (except to the extent such cash or property is attributable to accrued but unpaid interest, which, to the extent not previously included in income, generally will be taxable as ordinary income) and (2) its adjusted tax basis in the note. A U.S. noteholder's adjusted tax basis in a note generally will equal the price the U.S. noteholder paid for the note increased by OID (including with respect to a short-term note), if any, previously included in income with respect to that note, and reduced by any cash payments on the note other than qualified stated interest. Such capital gain or loss will be long-term capital gain or loss if, at the time of such taxable disposition, the U.S. noteholder has held the note for more than one year. The deductibility of capital losses is subject to limitations.

**Medicare Tax**

Certain U.S. noteholders who are individuals, estates or trusts and whose income exceeds certain thresholds will be required to pay a 3.8% Medicare tax on all or a portion of their "net investment income," which includes interest on the notes and capital gains from the sale or other disposition of the notes.

**Information Reporting and Backup Withholding**

In general, information reporting requirements will apply to certain payments of principal and interest (including OID) and to the proceeds of sale of a note paid to a U.S. noteholder (unless such noteholder is an exempt recipient). A backup

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withholding tax may apply to such payments if a U.S. noteholder fails to provide a taxpayer identification number or certification of exempt status, or if it is otherwise subject to backup withholding.

Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against a U.S. noteholder's United States federal income tax liability provided the required information is timely furnished to the IRS.

### Consequences to Non-U.S. Noteholders

The following is a general summary of the material U.S. federal income tax consequences that will apply to you if you are a non-U.S. noteholder. A beneficial owner of a note that is not a partnership for U.S. federal income tax purposes (including any entity or arrangement otherwise treated as a partnership for U.S. federal income tax purposes) or a U.S. noteholder is referred to herein as a "non-U.S. noteholder."

#### Stated interest and OID on the notes

Stated interest and OID, if any, paid or accrued to a non-U.S. noteholder will generally not be subject to U.S. federal income or withholding tax if the interest or OID is not effectively connected with its conduct of a trade or business within the United States and is not considered contingent interest within the meaning of Section 871(h)(4)(A) of the Code (generally relating to interest payments that are determined by reference to the income, profits, receipts, cash flow, changes in the value of non-publicly-traded property or other attributes of, or distributions or similar payments paid by, the debtor or a related party), and the non-U.S. noteholder:

- does not own, actually or constructively, 10% or more of the total combined voting power of all classes of our stock entitled to vote;

- is not a "controlled foreign corporation" with respect to which we are, directly or indirectly, a "related person";

- is not a bank whose receipt of interest on the notes is described in section 881(c)(3)(A) of the Code; and

provides its name and address, and certifies, under penalties of perjury, that it is not a U.S. person (on a properly executed IRS Form W-8BEN (or other applicable form)), or holds its notes through certain foreign intermediaries and satisfies the certification requirements of applicable Treasury Regulations.

If a non-U.S. noteholder does not qualify for an exemption under these rules, interest income and OID, if any, from the notes may be subject to withholding tax at the rate of 30% (or lower applicable treaty rate). Stated interest and OID, if any, effectively connected with a non-U.S. noteholder's conduct of a U.S. trade or business (and, if required by an applicable income tax treaty, which is attributable to a United States permanent establishment), however, would not be subject to a 30% withholding tax so long as the non-U.S. noteholder provides us or our paying agent an adequate certification (currently on IRS Form W-8ECI); such payments of interest generally would be subject to U.S. federal income tax on a net basis at the rates applicable to U.S. persons generally. In addition, if a non-U.S. noteholder is a foreign corporation and the stated interest and OID, if any, is effectively connected with its conduct of a U.S. trade or business, it may also be subject to a 30% (or lower applicable treaty rate) branch profits tax on its effectively connected earnings and profits for the taxable year, subject to adjustments. To claim the benefit of a tax treaty, a non-U.S. noteholder must provide a properly executed IRS Form W-8BEN (or other applicable form) to us or our paying agent before the payment of stated interest or OID, and may be required to obtain a U.S. taxpayer identification number and provide documentary evidence issued by foreign governmental authorities to prove residence in the foreign country.

#### Sale, exchange, redemption or other taxable disposition of the notes

Any gain recognized by a non-U.S. noteholder on the sale, exchange, redemption or other taxable disposition of the notes (except with respect to accrued and unpaid interest, which would be taxed as described under "Consequences to Non-U.S. Noteholders—Stated interest and OID on the notes" above) generally will not be subject to U.S. federal income tax unless:

- the gain is effectively connected with its conduct of a U.S. trade or business (and, if required by an applicable income tax treaty, is attributable to a United States permanent establishment); or

- the non-U.S. noteholder is a nonresident alien individual present in the U.S. for 183 or more days in the taxable year within which the sale, exchange, redemption or other disposition takes place and certain other requirements are met.

If a non-U.S. noteholder is a holder described in the first bullet point above, the net gain derived from the sale, exchange, redemption or other taxable disposition of its notes generally will be subject to U.S. federal income tax on a

net basis at the rates applicable to U.S. persons generally. In addition, if such non-U.S. noteholder is a foreign corporation, it may also be subject to a 30% (or lower applicable treaty rate) branch profits tax on its effectively connected earnings and profits for the taxable year, subject to adjustments. If a non-U.S. noteholder is a holder described in the second bullet point above, it will be subject to a flat 30% U.S. federal income tax on the gain derived from the sale, exchange, redemption or other taxable

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disposition of its notes, which may be offset by U.S. source capital losses, even though it is not considered a resident of the United States.

### Information Reporting and Backup Withholding

Generally, we must report to the IRS and to a non-U.S. noteholder the amount of interest (including OID) on the notes paid to a non-U.S. noteholder and the amount of tax, if any, withheld with respect to those payments if the notes are in registered form. Copies of the information returns reporting such interest payments and any withholding may also be made available to the tax authorities in the country in which a non-U.S. noteholder resides under the provisions of an applicable income tax treaty.

In general, a non-U.S. noteholder will not be subject to backup withholding with respect to payments on the notes that we make to such noteholder provided that we do not have actual knowledge or reason to know that such noteholder is a U.S. person as defined under the Code, and we have received from you the statement described above under the fourth bullet point under "Consequences to Non-U.S. Noteholders—Stated interest and OID on the notes".

In addition, no information reporting requirements or backup withholding will be required regarding the proceeds of the sale of a note made within the United States or conducted through certain United States-related financial intermediaries, if the payor receives the statement described above and does not have actual knowledge or reason to know that the non-U.S. noteholder is a U.S. person as defined under the Code, or the non-U.S. noteholder otherwise establishes an exemption.

Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against a non-U.S. noteholder's United States federal income tax liability provided the required information is timely furnished to the IRS.

### Other withholding rules

Withholding at a rate of 30% will be required on interest in respect of, and after December 31, 2016, on gross proceeds from the sale of, notes held by or through certain foreign financial institutions (including investment funds), unless such institution enters into an agreement with the Secretary of the Treasury to report, on an annual basis, information with respect to shares in, and accounts maintained by, the institution to the extent such shares or accounts are held by certain United States persons or by certain non-U.S. entities that are wholly or partially owned by United States persons and to withhold on certain payments. Accordingly, the entity through which notes are held will affect the determination of whether such withholding is required. An intergovernmental agreement between the United States and an applicable foreign country, or future guidance, may modify these requirements. Similarly, interest in respect of, and gross proceeds from the sale of, notes held by an investor that is a non-financial non-U.S. 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. noteholders are encouraged to consult with their tax advisors regarding the possible implications of these requirements on their investment in notes. Non-U.S. noteholders should consult any applicable income tax treaties that may provide for different rules. In addition, non-U.S. noteholders are urged to consult their tax advisors regarding the tax consequences of the purchase, ownership and disposition of the notes.

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### CERTAIN CONSIDERATIONS APPLICABLE TO ERISA, GOVERNMENTAL AND OTHER PLAN INVESTORS

A fiduciary of a pension plan or other employee benefit plan (including a governmental plan, an individual retirement account or a Keogh plan) proposing to invest in the notes should consider this section carefully.

A fiduciary of an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (commonly referred to as "ERISA"), should consider fiduciary standards under ERISA in the context of the particular circumstances of such plan before authorizing an investment in the notes. Such fiduciary should consider whether the investment is in accordance with the documents and instruments governing the plan.

In addition, ERISA and the Code prohibit certain transactions (referred to as "prohibited transactions") involving the assets of a plan subject to ERISA or the assets of an individual retirement account or plan subject to Section 4975 of the Code (referred to as an "ERISA plan"), on the one hand, and persons who have certain specified relationships to the plan ("parties in interest" within the meaning of ERISA or "disqualified persons" within the meaning of the Code), on the other. If we (or an affiliate) are considered a party in interest or disqualified person with respect to an ERISA plan, then the investment in notes by the ERISA plan may give rise to a prohibited transaction. The purchase and holding of notes by an ERISA plan may be subject to one or more statutory or administrative exemptions from the prohibited transaction rules under ERISA and the Code. Even if the conditions for relief under such exemptions were satisfied, however, there can be no assurance that such exemptions would apply to all of the prohibited transactions that may be deemed to arise in connection with a plan's investment in the notes.

By purchasing and holding the notes, the person making the decision to invest on behalf of an ERISA plan is representing that the purchase and holding of the notes will not result in a prohibited transaction under ERISA or the Code. Therefore, an ERISA plan should not invest in the notes unless the plan fiduciary or other person acquiring securities on behalf of the ERISA plan determines that neither we nor an affiliate is a party in interest or a disqualified person or, alternatively, that an exemption from the prohibited transaction rules is available. If an ERISA plan engages in a prohibited transaction, the transaction may require "correction" and may cause the ERISA plan fiduciary to incur certain liabilities and the parties in interest or disqualified persons to be subject to excise taxes.

Employee benefit plans that are governmental plans and non-U.S. plans are not subject to ERISA requirements. However, non-U.S., federal, state or local laws or regulations governing the investment and management of the assets of governmental or non-U.S. plans may contain fiduciary and prohibited transaction requirements similar to those under ERISA and Section 4975 of the Code discussed above. By purchasing and holding the notes, the person making the decision to invest on behalf of such plans is representing that the purchase and holding of the notes will not violate any law applicable to such governmental or non-U.S. plan that is similar to the prohibited transaction provisions of ERISA or the Code.

If you are the fiduciary of an employee benefit plan or ERISA plan and you propose to invest in the notes with the assets of such employee benefit plan or ERISA plan, you should consult your own legal counsel for further guidance. The sale of notes to an employee benefit plan is in no respect a representation by us, the Purchasing Agent or any other person that such an investment meets all relevant legal requirements with respect to investments by employee benefit plans generally or any particular plan or that such an investment is appropriate for employee benefit plans generally or any particular plan.

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USE OF PROCEEDS

Unless otherwise indicated in a pricing supplement for the notes, we expect to use the net proceeds from the sale of the notes initially to maintain balance sheet liquidity, involving repayment of debt under our credit facility, if any, 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. We anticipate that substantially all of the net proceeds from each offering will be used for the above purposes within six months, depending on the availability of appropriate investment opportunities consistent with our investment objective and market conditions.

As of November 6, 2014, we had \$20.2 million borrowings under our credit facility and, based on the assets currently pledged as collateral on the facility, approximately \$668.7 million was available to us for borrowing under our credit facility. Interest on borrowings under the credit facility is one-month LIBOR plus 225 basis points, with no minimum Libor floor. Additionally, the lenders charge a fee on the unused portion of the credit facility equal to either 50 basis points if at least 35% of the credit facility is used or 100 basis points otherwise.

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## SENIOR SECURITIES

Information about our senior securities is shown in the following table as of each fiscal year ended June 30 since the Company commenced operations and as of September 30, 2014.

| Credit Facility                                      | Total Amount<br>Outstanding(1) | Asset<br>Coverage per<br>Unit(2) | Involuntary<br>Liquidating<br>Preference per<br>Unit(3) | Average<br>Market<br>Value per<br>Unit(4) |
|------------------------------------------------------|--------------------------------|----------------------------------|---------------------------------------------------------|-------------------------------------------|
| Fiscal 2015 (as of September 30, 2014,<br>unaudited) | \$411,000                      | \$16,395                         | —                                                       | —                                         |
| Fiscal 2014 (as of June 30, 2014)                    | 92,000                         | 69,470                           | —                                                       | —                                         |
| Fiscal 2013 (as of June 30, 2013)                    | 124,000                        | 34,996                           | —                                                       | —                                         |
| Fiscal 2012 (as of June 30, 2012)                    | 96,000                         | 22,668                           | —                                                       | —                                         |
| Fiscal 2011 (as of June 30, 2011)                    | 84,200                         | 18,065                           | —                                                       | —                                         |
| Fiscal 2010 (as of June 30, 2010)                    | 100,300                        | 8,093                            | —                                                       | —                                         |
| Fiscal 2009 (as of June 30, 2009)                    | 124,800                        | 5,268                            | —                                                       | —                                         |
| Fiscal 2008 (as of June 30, 2008)                    | 91,167                         | 5,712                            | —                                                       | —                                         |
| Fiscal 2007 (as of June 30, 2007)                    | —                              | N/A                              | —                                                       | —                                         |
| Fiscal 2006 (as of June 30, 2006)                    | 28,500                         | 4,799                            | —                                                       | —                                         |
| Fiscal 2005 (as of June 30, 2005)                    | —                              | N/A                              | —                                                       | —                                         |
| Fiscal 2004 (as of June 30, 2004)                    | —                              | N/A                              | —                                                       | —                                         |
| 2015 Notes                                           |                                |                                  |                                                         |                                           |
| Fiscal 2015 (as of September 30, 2014,<br>unaudited) | \$150,000                      | \$44,923                         | —                                                       | —                                         |
| Fiscal 2014 (as of June 30, 2014)                    | 150,000                        | 42,608                           | —                                                       | —                                         |
| Fiscal 2013 (as of June 30, 2013)                    | 150,000                        | 28,930                           | —                                                       | —                                         |
| Fiscal 2012 (as of June 30, 2012)                    | 150,000                        | 14,507                           | —                                                       | —                                         |
| Fiscal 2011 (as of June 30, 2011)                    | 150,000                        | 10,140                           | —                                                       | —                                         |
| 2016 Notes                                           |                                |                                  |                                                         |                                           |
| Fiscal 2015 (as of September 30, 2014,<br>unaudited) | \$167,500                      | \$40,230                         | —                                                       | —                                         |
| Fiscal 2014 (as of June 30, 2014)                    | 167,500                        | 38,157                           | —                                                       | —                                         |
| Fiscal 2013 (as of June 30, 2013)                    | 167,500                        | 25,907                           | —                                                       | —                                         |
| Fiscal 2012 (as of June 30, 2012)                    | 167,500                        | 12,992                           | —                                                       | —                                         |
| Fiscal 2011 (as of June 30, 2011)                    | 172,500                        | 8,818                            | —                                                       | —                                         |
| 2017 Notes                                           |                                |                                  |                                                         |                                           |
| Fiscal 2015 (as of September 30, 2014,<br>unaudited) | \$130,000                      | \$51,835                         | —                                                       | —                                         |
| Fiscal 2014 (as of June 30, 2014)                    | 130,000                        | 49,163                           | —                                                       | —                                         |
| Fiscal 2013 (as of June 30, 2013)                    | 130,000                        | 33,381                           | —                                                       | —                                         |
| Fiscal 2012 (as of June 30, 2012)                    | 130,000                        | 16,739                           | —                                                       | —                                         |
| 2018 Notes                                           |                                |                                  |                                                         |                                           |
| Fiscal 2015 (as of September 30, 2014,<br>unaudited) | \$200,000                      | \$33,693                         | —                                                       | —                                         |
| Fiscal 2014 (as of June 30, 2014)                    | 200,000                        | 31,956                           | —                                                       | —                                         |
| Fiscal 2013 (as of June 30, 2013)                    | 200,000                        | 21,697                           | —                                                       | —                                         |

2019 Notes

|                                                   |            |           |   |   |
|---------------------------------------------------|------------|-----------|---|---|
| Fiscal 2015 (as of September 30, 2014, unaudited) | \$ 200,000 | \$ 33,693 | — | — |
| Fiscal 2014 (as of June 30, 2014)                 | 200,000    | 31,956    | — | — |
| Fiscal 2013 (as of June 30, 2013)                 | 200,000    | 21,697    | — | — |

5.00% 2019 Notes

|                                                   |            |           |   |   |
|---------------------------------------------------|------------|-----------|---|---|
| Fiscal 2015 (as of September 30, 2014, unaudited) | \$ 300,000 | \$ 22,462 | — | — |
| Fiscal 2014 (as of June 30, 2014)                 | 300,000    | 21,304    | — | — |

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| Credit Facility                                   | Total Amount Outstanding(1) | Asset Coverage per Unit(2) | Involuntary Liquidating Preference per Unit(3) | Average Market Value per Unit(4) |
|---------------------------------------------------|-----------------------------|----------------------------|------------------------------------------------|----------------------------------|
| 2020 Notes                                        |                             |                            |                                                |                                  |
| Fiscal 2015 (as of September 30, 2014, unaudited) | \$400,000                   | \$16,846                   | —                                              | —                                |
| Fiscal 2014 (as of June 30, 2014)                 | 400,000                     | 15,978                     | —                                              | —                                |
| 2022 Notes                                        |                             |                            |                                                |                                  |
| Fiscal 2015 (as of September 30, 2014, unaudited) | \$100,000                   | \$67,385                   | —                                              | \$102,560                        |
| Fiscal 2014 (as of June 30, 2014)                 | 100,000                     | 63,912                     | —                                              | 103,920                          |
| Fiscal 2013 (as of June 30, 2013)                 | 100,000                     | 43,395                     | —                                              | 101,800                          |
| Fiscal 2012 (as of June 30, 2012)                 | 100,000                     | 21,761                     | —                                              | 99,560                           |
| 2023 Notes                                        |                             |                            |                                                |                                  |
| Fiscal 2015 (as of September 30, 2014, unaudited) | \$247,950                   | \$27,177                   | —                                              | —                                |
| Fiscal 2014 (as of June 30, 2014)                 | 247,881                     | 25,783                     | —                                              | —                                |
| Fiscal 2013 (as of June 30, 2013)                 | 247,725                     | 17,517                     | —                                              | —                                |
| Prospect Capital InterNotes®                      |                             |                            |                                                |                                  |
| Fiscal 2015 (as of September 30, 2014, unaudited) | \$784,305                   | \$8,592                    | —                                              | —                                |
| Fiscal 2014 (as of June 30, 2014)                 | 785,670                     | 8,135                      | —                                              | —                                |
| Fiscal 2013 (as of June 30, 2013)                 | 363,777                     | 11,929                     | —                                              | —                                |
| Fiscal 2012 (as of June 30, 2012)                 | 20,638                      | 105,442                    | —                                              | —                                |
| All Senior Securities                             |                             |                            |                                                |                                  |
| Fiscal 2015 (as of September 30, 2014, unaudited) | \$3,090,755                 | \$2,180                    | —                                              | —                                |
| Fiscal 2014 (as of June 30, 2014)                 | 2,773,051                   | 2,305                      | —                                              | —                                |
| Fiscal 2013 (as of June 30, 2013)                 | 1,683,002                   | 2,578                      | —                                              | —                                |
| Fiscal 2012 (as of June 30, 2012)                 | 664,138                     | 3,277                      | —                                              | —                                |
| Fiscal 2011 (as of June 30, 2011)                 | 406,700                     | 3,740                      | —                                              | —                                |

(1) Total amount of each class of senior securities outstanding at the end of the year/period presented (in 000's).

(2) The asset coverage ratio for a class of senior securities representing indebtedness is calculated as our consolidated total assets, less all liabilities and indebtedness not represented by senior securities, divided by senior securities representing indebtedness. This asset coverage ratio is multiplied by \$1,000 to determine the Asset Coverage Per Unit.

(3) This column is inapplicable.

(4) This column is inapplicable, except for the 2022 Notes. The average market value per unit is presented in thousands.

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Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

For the three months ended September 30, 2014 and the years ended June 30, 2014, 2013, 2012, 2011 and 2010, the ratios of earnings to fixed charges of the Company, computed as set forth below, were as follows:

|                                 | For the Three<br>Months<br>Ended<br>September<br>30, 2014 | For the Year<br>Ended<br>June 30,<br>2014 | For the Year<br>Ended<br>June 30,<br>2013 | For the Year<br>Ended<br>June 30,<br>2012 | For the Year<br>Ended<br>June 30,<br>2011 | For the Year<br>Ended<br>June 30,<br>2010 |
|---------------------------------|-----------------------------------------------------------|-------------------------------------------|-------------------------------------------|-------------------------------------------|-------------------------------------------|-------------------------------------------|
| Earnings to<br>Fixed Charges(1) | 2.96                                                      | 3.45                                      | 3.89                                      | 5.95                                      | 7.72                                      | 3.34                                      |

For purposes of computing the ratios of earnings to fixed charges, earnings represent net increase in net assets resulting from operations plus (or minus) income tax expense including excise tax expense plus fixed charges. Fixed charges include interest and credit facility fees expense and amortization of debt issuance costs.

Earnings include the net change in unrealized appreciation or depreciation. Net change in unrealized appreciation or depreciation can vary substantially from year to year. Excluding the net change in unrealized appreciation or (1) depreciation, the earnings to fixed charges ratio would be 2.67 for the three months ended September 30, 2014, 3.72 for the year ended June 30, 2014, 4.91 for the year ended June 30, 2013, 6.79 for the year ended June 30, 2012, 7.29 for the year ended June 30, 2011, and 2.87 for the year ended June 30, 2010.

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### PLAN OF DISTRIBUTION

Under the terms of the Fourth Amended and Restated Selling Agent Agreement dated November 7, 2014, which we refer to as the "Selling Agent Agreement," the notes will be offered from time to time by us to the Purchasing Agent for subsequent resale to agents, including Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and RBC Capital Markets, LLC and other dealers who are broker-dealers and securities firms. The agents, including the Purchasing Agent, and the additional agents named from time to time pursuant to the Selling Agent Agreement, are, or will be, parties to the Selling Agent Agreement. The notes will be offered for sale in the United States only. Dealers who are members of the selling group have executed a Master Selected Dealer Agreement with the Purchasing Agent. We also may appoint additional agents to sell the notes. Any sale of the notes through those additional agents, however, will be on the same terms and conditions to which the original agents have agreed. The Purchasing Agent will purchase the notes at a discount ranging from 0.4% to 3.8% of the non-discounted price for each note sold. However, we also may sell the notes to the Purchasing Agent at a discount greater than or less than the range specified above. The discount at which we sell the notes to the Purchasing Agent will be set forth in the applicable pricing supplement. The Purchasing Agent also may sell notes to dealers at a concession not in excess of the discount it received from us. In certain cases, the Purchasing Agent and the other agents and dealers may agree that the Purchasing Agent will retain the entire discount. We will disclose any particular arrangements in the applicable pricing supplement.

Following the solicitation of orders, each of the agents, severally and not jointly, may purchase notes as principal for its own account from the Purchasing Agent. Unless otherwise set forth in the applicable pricing supplement, these notes will be purchased by the agents and resold by them to one or more investors at a fixed public offering price. After the initial public offering of notes, the public offering price (in the case of notes to be resold at a fixed public offering price), discount and concession may be changed.

We have the sole right to accept offers to purchase notes and may reject any proposed offer to purchase notes in whole or in part. Each agent also has the right, in its discretion reasonably exercised, to reject any proposed offer to purchase notes in whole or in part. We reserve the right to withdraw, cancel or modify any offer without notice. We also may change the terms, including the interest rate we will pay on the notes, at any time prior to our acceptance of an offer to purchase.

Each agent, including the Purchasing Agent, may be deemed to be an "underwriter" within the meaning of the Securities Act. We have agreed to indemnify the agents against certain liabilities, including liabilities under the Securities Act, or to contribute to any payments they may be required to make in respect of such liabilities. We also have agreed to reimburse the agents for certain expenses.

No note will have an established trading market when issued. We do not intend to apply for the listing of the notes on any securities exchange. However, we have been advised by the agents that they may purchase and sell notes in the secondary market as permitted by applicable laws and regulations. The agents are not obligated to make a market in the notes, and they may discontinue making a market in the notes at any time without notice. Neither we nor the agents can provide any assurance regarding the development, liquidity or maintenance of any trading market for any notes. All secondary trading in the notes will settle in same-day funds. See "Registration and Settlement."

In connection with certain offerings of notes, the rules of the SEC permit the Purchasing Agent to engage in transactions that may stabilize the price of the notes. The Purchasing Agent will conduct these activities for the agents. These transactions may consist of short sales, stabilizing transactions and purchases to cover positions created by short sales. A short sale is the sale by the Purchasing Agent of a greater amount of notes than the amount the Purchasing Agent has agreed to purchase in connection with a specific offering of notes. Stabilizing transactions consist of certain bids or purchases made by the Purchasing Agent to prevent or retard a decline in the price of the notes while an offering of notes

is in process. In general, these purchases or bids for the notes for the purpose of stabilization or to reduce a syndicate short position could cause the price of the notes to be higher than it might otherwise be in the absence of those purchases or bids. Neither we nor the Purchasing Agent makes any representation or prediction as to the direction or magnitude of any effect that these transactions may have on the price of any notes. In addition, neither we nor the Purchasing Agent makes any representation that, once commenced, these transactions will not be discontinued

without notice. The Purchasing Agent is not required to engage in these activities and may end any of these activities at any time.

Some of the agents and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the agents and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments

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(including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The agents and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

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**LEGAL MATTERS**

The legality of the notes will be passed upon for the Company by Joseph Ferraro, our General Counsel, Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps"), New York, New York, and Venable LLP, as special Maryland counsel, Baltimore, Maryland, will pass on certain matters for the Company. Troutman Sanders LLP will pass on certain matters for the agents. Skadden, Arps and Venable LLP each have from time to time acted as counsel for us and our subsidiaries and may do so in the future.

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

BDO USA, 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 Securities Act, with respect to the notes offered by this prospectus supplement and accompanying prospectus. The registration statement contains additional information about us and the notes being registered by this prospectus supplement and accompanying prospectus. 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, 2014, are available free of charge by contacting us at 10 East 40th Street, 42nd 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 accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by us or the Purchasing Agent or any agent. 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 and accompanying prospectus 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 SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES

(in thousands, except share and per share data)

|                                                                                                                                                               | September 30,<br>2014<br>(Unaudited) | June 30,<br>2014<br>(Audited) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------|
| Assets                                                                                                                                                        |                                      |                               |
| Investments at fair value:                                                                                                                                    |                                      |                               |
| Control investments (amortized cost of \$1,721,493 and \$1,719,242, respectively)                                                                             | \$1,659,997                          | \$1,640,454                   |
| Affiliate investments (amortized cost of \$46,659 and \$31,829, respectively)                                                                                 | 46,456                               | 32,121                        |
| Non-control/non-affiliate investments (amortized cost of \$4,590,568 and \$4,620,451, respectively)                                                           | 4,547,040                            | 4,581,164                     |
| Total investments at fair value (amortized cost of \$6,358,720 and \$6,371,522, respectively)                                                                 | 6,253,493                            | 6,253,739                     |
| Cash and cash equivalents                                                                                                                                     | 488,106                              | 134,225                       |
| Receivables for:                                                                                                                                              |                                      |                               |
| Interest, net                                                                                                                                                 | 20,523                               | 21,997                        |
| Other                                                                                                                                                         | 2,765                                | 2,587                         |
| Prepaid expenses                                                                                                                                              | 2,805                                | 2,828                         |
| Deferred financing costs                                                                                                                                      | 65,373                               | 61,893                        |
| Total Assets                                                                                                                                                  | 6,833,065                            | 6,477,269                     |
| Liabilities                                                                                                                                                   |                                      |                               |
| Revolving Credit Facility (Notes 4 and 8)                                                                                                                     | 411,000                              | 92,000                        |
| Convertible Notes (Notes 5 and 8)                                                                                                                             | 1,247,500                            | 1,247,500                     |
| Public Notes (Notes 6 and 8)                                                                                                                                  | 647,950                              | 647,881                       |
| Prospect Capital InterNotes® (Notes 7 and 8)                                                                                                                  | 784,305                              | 785,670                       |
| Due to broker                                                                                                                                                 | 1,787                                | —                             |
| Dividends payable                                                                                                                                             | 38,518                               | 37,843                        |
| Due to Prospect Administration (Note 13)                                                                                                                      | 2,272                                | 2,208                         |
| Due to Prospect Capital Management (Note 13)                                                                                                                  | 3,915                                | 3                             |
| Accrued expenses                                                                                                                                              | 5,877                                | 4,790                         |
| Interest payable                                                                                                                                              | 35,950                               | 37,459                        |
| Other liabilities                                                                                                                                             | 6,232                                | 3,733                         |
| Total Liabilities                                                                                                                                             | 3,185,306                            | 2,859,087                     |
| Net Assets                                                                                                                                                    | \$3,647,759                          | \$3,618,182                   |
| Components of Net Assets                                                                                                                                      |                                      |                               |
| Common stock, par value \$0.001 per share (1,000,000,000 common shares authorized; 348,504,375 and 342,626,637 issued and outstanding, respectively) (Note 9) | \$349                                | \$343                         |
| Paid-in capital in excess of par (Note 9)                                                                                                                     | 3,883,527                            | 3,814,634                     |
| Undistributed net investment income                                                                                                                           | 17,966                               | 42,086                        |
| Accumulated realized losses on investments                                                                                                                    | (148,856)                            | (121,098)                     |
| Unrealized depreciation on investments                                                                                                                        | (105,227)                            | (117,783)                     |
| Net Assets                                                                                                                                                    | \$3,647,759                          | \$3,618,182                   |
| Net Asset Value Per Share (Note 16)                                                                                                                           | \$10.47                              | \$10.56                       |

See notes to consolidated financial statements.



PROSPECT CAPITAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(in thousands, except share and per share data)  
(Unaudited)

|                                                                     | Three Months Ended September 30, |           |   |
|---------------------------------------------------------------------|----------------------------------|-----------|---|
|                                                                     | 2014                             | 2013      |   |
| Investment Income                                                   |                                  |           |   |
| Interest income:                                                    |                                  |           |   |
| Control investments                                                 | \$45,128                         | \$32,633  |   |
| Affiliate investments                                               | 837                              | 1,496     |   |
| Non-control/non-affiliate investments                               | 98,778                           | 78,112    |   |
| CLO fund securities                                                 | 39,397                           | 26,180    |   |
| Total interest income                                               | 184,140                          | 138,421   |   |
| Dividend income:                                                    |                                  |           |   |
| Control investments                                                 | 759                              | 7,075     |   |
| Affiliate investments                                               | 1,429                            | —         |   |
| Non-control/non-affiliate investments                               | 22                               | 3         |   |
| Money market funds                                                  | 15                               | 11        |   |
| Total dividend income                                               | 2,225                            | 7,089     |   |
| Other income:                                                       |                                  |           |   |
| Control investments                                                 | 5,663                            | 9,221     |   |
| Affiliate investments                                               | 226                              | 2         |   |
| Non-control/non-affiliate investments                               | 9,767                            | 6,301     |   |
| Total other income (Note 10)                                        | 15,656                           | 15,524    |   |
| Total Investment Income                                             | 202,021                          | 161,034   |   |
| Operating Expenses                                                  |                                  |           |   |
| Investment advisory fees:                                           |                                  |           |   |
| Base management fee (Note 13)                                       | 33,165                           | 23,045    |   |
| Income incentive fee (Note 13)                                      | 23,616                           | 20,584    |   |
| Total investment advisory fees                                      | 56,781                           | 43,629    |   |
| Interest and credit facility expenses                               | 42,914                           | 27,407    |   |
| Legal fees                                                          | 1,163                            | 219       |   |
| Valuation services                                                  | 450                              | 439       |   |
| Audit, compliance and tax related fees                              | 667                              | 623       |   |
| Allocation of overhead from Prospect Administration (Note 13)       | 2,416                            | 3,986     |   |
| Insurance expense                                                   | 131                              | 93        |   |
| Directors' fees                                                     | 94                               | 75        |   |
| Excise tax                                                          | —                                | 1,000     |   |
| Other general and administrative expenses                           | 2,942                            | 1,226     |   |
| Total Operating Expenses                                            | 107,558                          | 78,697    |   |
| Net Investment Income                                               | 94,463                           | 82,337    |   |
| Net realized (loss) gain on investments                             | (22,911                          | ) 3,789   |   |
| Net change in unrealized appreciation (depreciation) on investments | 12,556                           | (6,226    | ) |
| Net Increase in Net Assets Resulting from Operations                | \$84,108                         | \$79,900  |   |
| Net increase in net assets resulting from operations per share      | \$0.24                           | \$0.31    |   |
| Dividends declared per share                                        | \$(0.33                          | ) \$(0.33 | ) |

See notes to consolidated financial statements.  
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PROSPECT CAPITAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS  
(in thousands, except share data)  
(Unaudited)

|                                                                         | Three Months Ended September 30, |             |
|-------------------------------------------------------------------------|----------------------------------|-------------|
|                                                                         | 2014                             | 2013        |
| Operations                                                              |                                  |             |
| Net investment income                                                   | \$94,463                         | \$82,337    |
| Net realized (loss) gain on investments                                 | (22,911)                         | ) 3,789     |
| Net change in unrealized appreciation (depreciation) on investments     | 12,556                           | (6,226)     |
| Net Increase in Net Assets Resulting from Operations                    | 84,108                           | 79,900      |
| Distributions to Shareholders                                           |                                  |             |
| Distribution from net investment income                                 | (114,266)                        | ) (86,676)  |
| Distribution of return of capital                                       | —                                | —           |
| Net Decrease in Net Assets Resulting from Distributions to Shareholders | (114,266)                        | ) (86,676)  |
| Common Stock Transactions                                               |                                  |             |
| Issuance of common stock, net of underwriting costs                     | 56,305                           | 235,830     |
| Less: Offering costs from issuance of common stock                      | (210)                            | ) (793)     |
| Value of shares issued to acquire controlled investments                | —                                | 21,006      |
| Value of shares issued through reinvestment of dividends                | 3,640                            | 3,994       |
| Net Increase in Net Assets Resulting from Common Stock Transactions     | 59,735                           | 260,037     |
| Total Increase in Net Assets                                            | 29,577                           | 253,261     |
| Net assets at beginning of period                                       | 3,618,182                        | 2,656,494   |
| Net Assets at End of Period                                             | \$3,647,759                      | \$2,909,755 |
| Common Stock Activity                                                   |                                  |             |
| Shares sold                                                             | 5,536,780                        | 21,293,338  |
| Shares issued to acquire controlled investments                         | —                                | 1,918,342   |
| Shares issued through reinvestment of dividends                         | 340,958                          | 355,644     |
| Total shares issued due to common stock activity                        | 5,877,738                        | 23,567,324  |
| Shares issued and outstanding at beginning of period                    | 342,626,637                      | 247,836,965 |
| Shares Issued and Outstanding at End of Period                          | 348,504,375                      | 271,404,289 |

See notes to consolidated financial statements.

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PROSPECT CAPITAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands, except share data)  
(Unaudited)

|                                                                          | Three Months Ended September 30, |           |
|--------------------------------------------------------------------------|----------------------------------|-----------|
|                                                                          | 2014                             | 2013      |
| Operating Activities                                                     |                                  |           |
| Net increase in net assets resulting from operations                     | \$84,108                         | \$79,900  |
| Net realized loss (gain) on investments                                  | 22,911                           | (3,789)   |
| Net change in unrealized (appreciation) depreciation on investments      | (12,556)                         | 6,226     |
| Amortization of discounts and premiums, net                              | 13,952                           | 9,954     |
| Accretion of discount on Public Notes (Note 6)                           | 69                               | 36        |
| Amortization of deferred financing costs                                 | 3,829                            | 2,435     |
| Payment-in-kind interest                                                 | (5,887)                          | (4,581)   |
| Structuring fees                                                         | (10,515)                         | (8,660)   |
| Change in operating assets and liabilities:                              |                                  |           |
| Payments for purchases of investments                                    | (870,803)                        | (522,595) |
| Proceeds from sale of investments and collection of investment principal | 863,144                          | 164,167   |
| Decrease in interest receivable, net                                     | 1,474                            | 1,393     |
| (Increase) decrease in other receivables                                 | (178)                            | 2,402     |
| Decrease in prepaid expenses                                             | 23                               | 158       |
| Increase in due to broker                                                | 1,787                            | 44,074    |
| Increase (decrease) in due to Prospect Administration                    | 64                               | (1,311)   |
| Increase (decrease) in due to Prospect Capital Management                | 3,912                            | (3,590)   |
| Increase in accrued expenses                                             | 1,087                            | 655       |
| Decrease in interest payable                                             | (1,509)                          | (5,697)   |
| Increase in other liabilities                                            | 2,499                            | 2,108     |
| Net Cash Used in Operating Activities                                    | 97,411                           | (236,715) |
| Financing Activities                                                     |                                  |           |
| Borrowings under Revolving Credit Facility (Note 4)                      | 547,000                          | 96,000    |
| Principal payments under Revolving Credit Facility (Note 4)              | (228,000)                        | (151,000) |
| Issuance of Prospect Capital InterNotes® (Note 7)                        | —                                | 98,255    |
| Redemptions of Prospect Capital InterNotes® (Note 7)                     | (1,365)                          | (55)      |
| Financing costs paid and deferred                                        | (7,309)                          | (2,300)   |
| Proceeds from issuance of common stock, net of underwriting costs        | 56,305                           | 235,830   |
| Offering costs from issuance of common stock                             | (210)                            | (793)     |
| Dividends paid                                                           | (109,951)                        | (80,064)  |
| Net Cash Provided by Financing Activities                                | 256,470                          | 195,873   |
| Total Increase (Decrease) in Cash and Cash Equivalents                   | 353,881                          | (40,842)  |
| Cash and cash equivalents at beginning of period                         | 134,225                          | 203,236   |
| Cash and Cash Equivalents at End of Period                               | \$488,106                        | \$162,394 |
| Supplemental Disclosures                                                 |                                  |           |
| Cash paid for interest                                                   | \$40,524                         | \$30,165  |
| Non-Cash Financing Activities                                            |                                  |           |
| Value of shares issued through reinvestment of dividends                 | \$3,640                          | \$3,994   |

|                                                          |     |          |
|----------------------------------------------------------|-----|----------|
| Value of shares issued to acquire controlled investments | \$— | \$21,006 |
|----------------------------------------------------------|-----|----------|

See notes to consolidated financial statements.

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PROSPECT CAPITAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED SCHEDULES OF INVESTMENTS  
(in thousands, except share data)

| Portfolio Company                                            | Locale /<br>Industry                   | Investments(1)                                                                                                           | September 30, 2014 (Unaudited) |            |                  |                    |
|--------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------------------------------------|--------------------------------|------------|------------------|--------------------|
|                                                              |                                        |                                                                                                                          | Principal<br>Value             | Cost       | Fair<br>Value(2) | % of Net<br>Assets |
| LEVEL 3 PORTFOLIO INVESTMENTS                                |                                        |                                                                                                                          |                                |            |                  |                    |
| Control Investments (greater than 25.00% voting control)(44) |                                        |                                                                                                                          |                                |            |                  |                    |
| American Property<br>REIT Corp.(32)                          | Various /<br>Real Estate               | Senior Term Loan (6.00% (LIBOR + 4.00% with 2.00% LIBOR floor) plus 5.50% PIK, due 4/1/2019)(4)                          | \$ 169,511                     | \$ 169,511 | \$ 169,511       | 4.6%               |
|                                                              |                                        | Common Stock (272,116 shares)                                                                                            |                                | 35,006     | 28,178           | 0.8%               |
|                                                              |                                        |                                                                                                                          |                                | 204,517    | 197,689          | 5.4%               |
| Arctic Energy<br>Services, LLC(30)                           | Wyoming / Oil<br>& Gas<br>Production   | Senior Secured Term Loan (12.00% (LIBOR + 9.00% with 3.00% LIBOR floor), due 5/5/2019)(3)(4)                             | 31,640                         | 31,640     | 31,640           | 0.9%               |
|                                                              |                                        | Senior Subordinated Term Loan (14.00% (LIBOR + 11.00% with 3.00% LIBOR floor), due 5/5/2019)(3)(4)                       | 20,230                         | 20,230     | 20,230           | 0.5%               |
|                                                              |                                        | Class A Units (700 units)                                                                                                |                                | 9,006      | 9,505            | 0.3%               |
|                                                              |                                        |                                                                                                                          |                                | 60,876     | 61,375           | 1.7%               |
|                                                              |                                        |                                                                                                                          |                                |            |                  |                    |
| ARRM Services,<br>Inc.(42)                                   | South Carolina<br>/ Manufacturing      | Senior Secured Note to Ajax Rolled Ring & Machine, LLC (10.50% (LIBOR + 7.50% with 3.00% LIBOR floor), due 3/30/2018)(4) | 19,337                         | 19,337     | 19,337           | 0.5%               |
|                                                              |                                        | Series B Preferred Stock (25,000 shares)                                                                                 |                                | 21,156     | 9,399            | 0.3%               |
|                                                              |                                        | Series A Convertible Preferred Stock (6,142.60 shares)                                                                   |                                | 6,057      | —                | —%                 |
|                                                              |                                        | Common Stock (6.00 shares)                                                                                               |                                | —          | —                | —%                 |
|                                                              |                                        |                                                                                                                          |                                | 46,550     | 28,736           | 0.8%               |
| CCPI Inc.(33)                                                | Ohio /<br>Manufacturing                | Senior Secured Term Loan A (10.00%, due 12/31/2017)(3)                                                                   | 17,100                         | 17,100     | 17,100           | 0.5%               |
|                                                              |                                        | Senior Secured Term Loan B (12.00% plus 7.00% PIK, due 12/31/2017)                                                       | 8,390                          | 8,390      | 8,390            | 0.2%               |
|                                                              |                                        | Common Stock (14,857 shares)                                                                                             |                                | 8,553      | 7,143            | 0.2%               |
|                                                              |                                        |                                                                                                                          |                                | 34,043     | 32,633           | 0.9%               |
| Change Clean<br>Energy Company,<br>LLC(8)                    | Maine / Energy                         | Membership Interest (100%)                                                                                               |                                | —          | —                | —%                 |
|                                                              |                                        |                                                                                                                          |                                | —          | —                | —%                 |
| Coalbed, LLC(12)                                             | Tennessee / Oil<br>& Gas<br>Production | Senior Secured Note (8.00%, in non-accrual status effective 1/19/2010, past due)(6)                                      | 8,771                          | 5,991      | —                | —%                 |
|                                                              |                                        | Membership Interest (100%)                                                                                               |                                | —          | —                | —%                 |

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|                                          |                                 |                                                                                                                                                      |        |         |         |      |
|------------------------------------------|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|--------|---------|---------|------|
|                                          |                                 |                                                                                                                                                      |        | 5,991   | —       | —%   |
|                                          |                                 | Senior Secured Term Loan A to CP Well Testing, LLC (7.00% (LIBOR + 5.00% with 2.00% LIBOR floor), due 4/1/2019)(4)                                   | 11,035 | 11,035  | 11,035  | 0.3% |
| CP Energy Services Inc.(38)              | Oklahoma / Oil & Gas Production | Senior Secured Term Loan B to CP Well Testing, LLC (10.00% (LIBOR + 8.00% with 2.00% LIBOR floor) plus 7.50% PIK, due 4/1/2019)(4)                   | 72,238 | 72,238  | 72,238  | 2.0% |
|                                          |                                 | Second Lien Term Loan to CP Well Testing, LLC (9.00% (LIBOR + 7.00% with 2.00% LIBOR floor) plus 9.00% PIK, due 4/1/2019)(4)                         | 15,000 | 15,000  | 15,000  | 0.4% |
|                                          |                                 | Common Stock (2,924 shares)                                                                                                                          |        | 15,227  | 30,913  | 0.8% |
|                                          |                                 |                                                                                                                                                      |        | 113,500 | 129,186 | 3.5% |
| Credit Central Loan Company, LLC(22)(34) | Ohio / Consumer Finance         | Subordinated Term Loan (10.00% plus 10.00% PIK, due 6/26/2019)                                                                                       | 36,333 | 36,333  | 36,333  | 1.0% |
|                                          |                                 | Class A Shares (7,500,000 shares)                                                                                                                    |        | 11,632  | 10,548  | 0.3% |
|                                          |                                 |                                                                                                                                                      |        | 47,965  | 46,881  | 1.3% |
| Echelon Aviation LLC                     | New York / Aerospace & Defense  | Senior Secured Revolving Credit Facility – \$150,000 Commitment (11.75% (LIBOR + 9.75% with 2.00% LIBOR floor) plus 2.25% PIK, due 3/31/2022)(4)(25) | 40,808 | 40,808  | 40,808  | 1.1% |
|                                          |                                 | Class A Shares (11,335,318 shares)                                                                                                                   |        | 19,907  | 10,896  | 0.3% |
|                                          |                                 |                                                                                                                                                      |        | 60,715  | 51,704  | 1.4% |

See notes to consolidated financial statements.

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PROSPECT CAPITAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED SCHEDULES OF INVESTMENTS (CONTINUED)  
(in thousands, except share data)

| Portfolio Company                                            | Locale /<br>Industry                   | Investments(1)                                                                                                                                              | September 30, 2014 (Unaudited) |           |                  |                    |
|--------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-----------|------------------|--------------------|
|                                                              |                                        |                                                                                                                                                             | Principal<br>Value             | Cost      | Fair<br>Value(2) | % of Net<br>Assets |
| LEVEL 3 PORTFOLIO INVESTMENTS                                |                                        |                                                                                                                                                             |                                |           |                  |                    |
| Control Investments (greater than 25.00% voting control)(44) |                                        |                                                                                                                                                             |                                |           |                  |                    |
| First Tower Finance<br>Company<br>LLC(22)(29)                | Mississippi /<br>Consumer<br>Finance   | Subordinated Term Loan to First<br>Tower, LLC (10.00% plus 7.00% PIK,<br>due 6/24/2019)                                                                     | \$251,246                      | \$251,246 | \$251,246        | 6.9%               |
|                                                              |                                        | Class A Shares (83,729,323 shares)                                                                                                                          |                                | 64,544    | 73,729           | 2.0%               |
|                                                              |                                        |                                                                                                                                                             |                                | 315,790   | 324,975          | 8.9%               |
|                                                              |                                        | Senior Secured Note to Vessel<br>Company, LLC (18.00%, due<br>12/12/2016)                                                                                   | 3,500                          | 3,500     | 3,500            | 0.1%               |
| Freedom Marine<br>Solutions, LLC(8)                          | Louisiana /<br>Energy                  | Senior Secured Note to Vessel<br>Company II, LLC (13.00%, due<br>11/25/2018)                                                                                | 13,000                         | 12,504    | 12,504           | 0.3%               |
|                                                              |                                        | Senior Secured Note to Vessel<br>Company III, LLC (13.00%, due<br>12/3/2018)                                                                                | 16,000                         | 16,000    | 16,000           | 0.4%               |
|                                                              |                                        | Membership Interest (100%)                                                                                                                                  |                                | 7,807     | 2,905            | 0.1%               |
|                                                              |                                        |                                                                                                                                                             |                                | 39,811    | 34,909           | 0.9%               |
| Gulf Coast Machine<br>& Supply Company                       | Texas /<br>Manufacturing               | Senior Secured Term Loan (10.50%<br>(LIBOR + 8.50% with 2.00% LIBOR<br>floor), due 10/12/2017)(4)                                                           | 19,500                         | 19,500    | 13,674           | 0.4%               |
|                                                              |                                        | Series A Convertible Preferred Stock<br>(99,900 shares)                                                                                                     |                                | 25,950    | —                | —%                 |
|                                                              |                                        |                                                                                                                                                             |                                | 45,450    | 13,674           | 0.4%               |
|                                                              |                                        | Senior Secured Term Loan A (9.00%<br>(LIBOR + 7.00% with 2.00% LIBOR<br>floor), due 9/30/2017)(4)                                                           | 130,589                        | 130,589   | 130,589          | 3.6%               |
| Harbortouch<br>Payments, LLC(43)                             | Pennsylvania /<br>Business<br>Services | Senior Secured Term Loan B (5.50%<br>(LIBOR + 4.00% with 1.50% LIBOR<br>floor) plus 5.50% PIK, due<br>3/31/2018)(4)                                         | 137,226                        | 137,226   | 137,226          | 3.8%               |
|                                                              |                                        | Senior Secured Term Loan C (13.00%<br>(LIBOR + 9.00% with 4.00% LIBOR<br>floor), due 9/29/2018)(4)                                                          | 26,431                         | 26,431    | 26,431           | 0.7%               |
|                                                              |                                        | Class A Shares (535 shares)                                                                                                                                 |                                | 7,489     | 24,005           | 0.6%               |
|                                                              |                                        |                                                                                                                                                             |                                | 301,735   | 318,251          | 8.7%               |
|                                                              |                                        | Secured Promissory Notes to The<br>Healing Staff, Inc. and Vets Securing<br>America, Inc. (15.00%, in non-accrual<br>status effective 12/22/2010, past due) | 1,688                          | 1,687     | —                | —%                 |
| The Healing Staff,<br>Inc.(9)                                | North Carolina<br>/ Contracting        |                                                                                                                                                             |                                |           |                  |                    |

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|                             |                                        |                                                                                                                              |        |        |        |      |
|-----------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|--------|--------|--------|------|
| Manx Energy,<br>Inc.(6)(12) | Kansas / Oil &<br>Gas Production       | Senior Demand Note to The Healing<br>Staff, Inc. (15.00%, in non-accrual<br>status effective 11/1/2010, past due)            | 1,170  | 1,170  | —      | —%   |
|                             |                                        | Common Stock of The Healing Staff,<br>Inc. (1,000 shares)                                                                    |        | —      | —      | —%   |
|                             |                                        | Common Stock of Vets Securing<br>America, Inc. (1 share)                                                                     |        | 975    | —      | —%   |
|                             |                                        |                                                                                                                              |        | 3,832  | —      | —%   |
|                             |                                        | Senior Secured Note (13.00%, in<br>non-accrual status effective 1/19/2010,<br>past due)                                      | 50     | 50     | —      | —%   |
|                             |                                        | Series A-1 Preferred Stock (6,635<br>shares)                                                                                 |        | —      | —      | —%   |
|                             |                                        | Common Stock (17,082 shares)                                                                                                 |        | —      | —      | —%   |
|                             |                                        |                                                                                                                              |        | 50     | —      | —%   |
|                             |                                        | Revolving Line of Credit – \$7,500<br>Commitment (9.50% (LIBOR + 7.00%<br>with 2.50% LIBOR floor), due<br>12/23/2014)(4)(25) | 500    | 500    | 500    | —%   |
|                             |                                        | Senior Secured Note A (10.00%<br>(LIBOR + 7.00% with 3.00% LIBOR<br>floor), due 3/19/2019)(3)(4)                             | 18,250 | 18,250 | 18,250 | 0.5% |
|                             |                                        | Senior Secured Note B (10.00%<br>(LIBOR + 7.00% with 3.00% LIBOR<br>floor) plus 10.00% PIK, due<br>3/19/2019)(4)             | 15,769 | 15,769 | 15,769 | 0.4% |
|                             |                                        | Subordinated Unsecured Note to Broda<br>Enterprises ULC (10.00%, due on<br>demand)                                           | 6,593  | 6,593  | 6,593  | 0.2% |
| MITY, Inc.(17)              | Utah / Durable<br>Consumer<br>Products | Common Stock (42,053 shares)                                                                                                 |        | 7,456  | 11,415 | 0.3% |
|                             |                                        |                                                                                                                              |        | 48,568 | 52,527 | 1.4% |

See notes to consolidated financial statements.

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PROSPECT CAPITAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED SCHEDULES OF INVESTMENTS (CONTINUED)  
(in thousands, except share data)

| Portfolio Company                                            | Locale /<br>Industry                          | Investments(1)                                                                                                                                     | September 30, 2014 (Unaudited) |           |                  |                    |
|--------------------------------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-----------|------------------|--------------------|
|                                                              |                                               |                                                                                                                                                    | Principal<br>Value             | Cost      | Fair<br>Value(2) | % of Net<br>Assets |
| LEVEL 3 PORTFOLIO INVESTMENTS                                |                                               |                                                                                                                                                    |                                |           |                  |                    |
| Control Investments (greater than 25.00% voting control)(44) |                                               |                                                                                                                                                    |                                |           |                  |                    |
| National Property<br>REIT Corp.(40)                          | Various /<br>Real Estate                      | Senior Term Loan (6.00% (LIBOR + 4.00% with 2.00% LIBOR floor) plus 5.50% PIK, due 4/1/2019)(4)                                                    | \$138,367                      | \$138,367 | \$138,367        | 3.8%               |
|                                                              |                                               | Common Stock (84,567 shares)                                                                                                                       |                                | 26,913    | 28,463           | 0.8%               |
|                                                              |                                               |                                                                                                                                                    | 165,280                        | 166,830   | 4.6%             |                    |
| Nationwide<br>Acceptance<br>LLC(22)(36)                      | Illinois /<br>Consumer<br>Finance             | Subordinated Term Loan (10.00% plus 10.00% PIK, due 6/18/2019)                                                                                     | 14,820                         | 14,820    | 14,820           | 0.4%               |
|                                                              |                                               | Class A Shares (24,029,326 shares)                                                                                                                 |                                | 12,248    | 13,012           | 0.4%               |
|                                                              |                                               |                                                                                                                                                    | 27,068                         | 27,832    | 0.8%             |                    |
| NMMB, Inc.(24)                                               | New York /<br>Media                           | Senior Secured Note (14.00%, due 5/6/2016)                                                                                                         | 3,714                          | 3,714     | 1,864            | 0.1%               |
|                                                              |                                               | Senior Secured Note to Armed Forces Communications, Inc. (14.00%, due 5/6/2016)                                                                    | 7,000                          | 7,000     | 3,514            | 0.1%               |
|                                                              |                                               | Series A Preferred Stock (7,200 shares)                                                                                                            |                                | 12,486    | —                | —%                 |
|                                                              |                                               |                                                                                                                                                    | 23,200                         | 5,378     | 0.2%             |                    |
|                                                              |                                               |                                                                                                                                                    |                                |           |                  |                    |
| R-V Industries, Inc.                                         | Pennsylvania /<br>Manufacturing               | Senior Subordinated Note (10.00% (LIBOR + 9.00% with 1.00% LIBOR floor), due 6/12/2018)(3)(4)                                                      | 30,411                         | 30,411    | 30,411           | 0.8%               |
|                                                              |                                               | Common Stock (545,107 shares)                                                                                                                      |                                | 5,087     | 18,876           | 0.5%               |
|                                                              |                                               | Warrant (to purchase 200,000 shares of Common Stock, expires 6/30/2017)                                                                            |                                | 1,682     | 6,926            | 0.2%               |
|                                                              |                                               |                                                                                                                                                    | 37,180                         | 56,213    | 1.5%             |                    |
|                                                              |                                               |                                                                                                                                                    |                                |           |                  |                    |
| United Property<br>REIT Corp.(41)                            | Various /<br>Real Estate                      | Senior Term Loan (6.00% (LIBOR + 4.00% with 2.00% LIBOR floor) plus 5.50% PIK, due 4/1/2019)(4)                                                    | 66,704                         | 66,704    | 66,704           | 1.8%               |
|                                                              |                                               | Common Stock (70,689 shares)                                                                                                                       |                                | 13,421    | 12,930           | 0.4%               |
|                                                              |                                               |                                                                                                                                                    | 80,125                         | 79,634    | 2.2%             |                    |
| Valley Electric<br>Company, Inc.(35)                         | Washington /<br>Construction &<br>Engineering | Senior Secured Note to Valley Electric Co. of Mt. Vernon, Inc. (8.00% (LIBOR + 5.00% with 3.00% LIBOR floor) plus 2.50% PIK, due 12/31/2017)(3)(4) | 10,146                         | 10,146    | 10,146           | 0.3%               |
|                                                              |                                               | Senior Secured Note (10.00% plus 8.50% PIK, due 12/31/2018)                                                                                        | 20,935                         | 20,935    | 19,285           | 0.5%               |
|                                                              |                                               | Common Stock (50,000 shares)                                                                                                                       |                                | 26,205    | —                | —%                 |

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|                                                            |                                  |                                                                                                                                                     |             |             |       |
|------------------------------------------------------------|----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|-------|
|                                                            |                                  |                                                                                                                                                     | 57,286      | 29,431      | 0.8%  |
|                                                            |                                  | Senior Secured Promissory Note<br>secured by assets formerly owned by<br>H&M (18.00%, in non-accrual status effective 4/15/2013, due 4/15/2018)(37) | 26,966      | —           | 0.1%  |
| Wolf Energy,<br>LLC(12)                                    | Kansas / Oil &<br>Gas Production | Membership Interest (100%)                                                                                                                          | 512         | —           | —%    |
|                                                            |                                  | Net Profits Interest (8% of Equity<br>Distributions)(7)                                                                                             | —           | 29          | —%    |
|                                                            |                                  |                                                                                                                                                     | 512         | 2,139       | 0.1%  |
| Yatesville Coal<br>Company, LLC(8)                         | Kentucky /<br>Energy             | Senior Secured Note (in non-accrual<br>status effective 1/1/2009)                                                                                   | 1,449       | 1,449       | —%    |
|                                                            |                                  | Membership Interest (100%)                                                                                                                          | —           | —           | —%    |
|                                                            |                                  |                                                                                                                                                     | 1,449       | —           | —%    |
| Total Control Investments                                  |                                  |                                                                                                                                                     | \$1,721,493 | \$1,659,997 | 45.5% |
| Affiliate Investments (5.00% to 24.99% voting control)(45) |                                  |                                                                                                                                                     |             |             |       |
|                                                            |                                  | Senior Term Loan A (6.50% (LIBOR +<br>5.50% with 1.00% LIBOR floor), due 8/29/2019)(3)(4)                                                           | 21,835      | 21,835      | 0.6%  |
| BNN Holdings<br>Corp.                                      | Michigan /<br>Healthcare         | Senior Term Loan B (11.50% (LIBOR +<br>10.50% with 1.00% LIBOR floor), due 8/29/2019)(3)(4)                                                         | 21,945      | 21,945      | 0.6%  |
|                                                            |                                  | Series A Preferred Stock (9,925.455<br>shares)(13)                                                                                                  | 2,879       | 2,676       | 0.1%  |
|                                                            |                                  | Series B Preferred Stock (1,753.636<br>shares)(13)                                                                                                  | —           | —           | —%    |
|                                                            |                                  |                                                                                                                                                     | 46,659      | 46,456      | 1.3%  |
| Total Affiliate Investments                                |                                  |                                                                                                                                                     | \$46,659    | \$46,456    | 1.3%  |

See notes to consolidated financial statements.

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PROSPECT CAPITAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED SCHEDULES OF INVESTMENTS (CONTINUED)  
(in thousands, except share data)

| Portfolio Company                                                      | Locale / Industry                               | Investments(1)                                                                                  | September 30, 2014 (Unaudited) |         |               |                 |
|------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------|---------|---------------|-----------------|
|                                                                        |                                                 |                                                                                                 | Principal Value                | Cost    | Fair Value(2) | % of Net Assets |
| LEVEL 3 PORTFOLIO INVESTMENTS                                          |                                                 |                                                                                                 |                                |         |               |                 |
| Non-Control/Non-Affiliate Investments (less than 5.00% voting control) |                                                 |                                                                                                 |                                |         |               |                 |
| Aderant North America, Inc.(16)                                        | Georgia / Software & Computer Services          | Second Lien Term Loan (10.00% (LIBOR + 8.75% with 1.25% LIBOR floor), due 6/20/2019)(4)         | \$7,000                        | \$6,917 | \$7,000       | 0.2%            |
|                                                                        |                                                 |                                                                                                 |                                | 6,917   | 7,000         | 0.2%            |
| AFI Shareholder, LLC (f/k/a Aircraft Fasteners International, LLC)     | California / Machinery                          | Class A Units (32,500 units)                                                                    |                                | 396     | 498           | —%              |
|                                                                        |                                                 |                                                                                                 |                                | 396     | 498           | —%              |
| Airmall Inc.(27)                                                       | Pennsylvania / Property Management              | Escrow Receivable                                                                               |                                | 5,881   | 3,601         | 0.1%            |
|                                                                        |                                                 |                                                                                                 |                                | 5,881   | 3,601         | 0.1%            |
| ALG USA Holdings, LLC(16)                                              | Pennsylvania / Hotels, Restaurants & Leisure    | Second Lien Term Loan (10.25% (LIBOR + 9.00% with 1.25% LIBOR floor), due 2/28/2020)(4)         | 12,000                         | 11,799  | 12,000        | 0.3%            |
|                                                                        |                                                 |                                                                                                 |                                | 11,799  | 12,000        | 0.3%            |
| Allied Defense Group, Inc.                                             | Virginia / Aerospace & Defense                  | Common Stock (10,000 shares)                                                                    |                                | 5       | —             | —%              |
|                                                                        |                                                 |                                                                                                 |                                | 5       | —             | —%              |
| American Broadband Holding Company and Cameron Holdings of NC, Inc.    | North Carolina / Telecommunication Services     | Senior Secured Term Loan B (11.00% (LIBOR + 9.75% with 1.25% LIBOR floor), due 9/30/2018)(3)(4) | 74,654                         | 74,654  | 74,654        | 2.0%            |
|                                                                        |                                                 |                                                                                                 |                                | 74,654  | 74,654        | 2.0%            |
| American Gilsonite Company                                             | Utah / Metal Services & Minerals                | Second Lien Term Loan (11.50%, due 9/1/2017)                                                    | 38,500                         | 38,500  | 38,500        | 1.1%            |
|                                                                        |                                                 | Membership Interest (99.9999%)(15)                                                              |                                | —       | 4,018         | 0.1%            |
|                                                                        |                                                 |                                                                                                 |                                | 38,500  | 42,518        | 1.2%            |
| Apidos CLO IX(22)                                                      | Cayman Islands / Diversified Financial Services | Subordinated Notes (Residual Interest, current yield 17.90%)(11)                                | 20,525                         | 18,324  | 19,659        | 0.5%            |
|                                                                        |                                                 |                                                                                                 |                                | 18,324  | 19,659        | 0.5%            |
| Apidos CLO XI(22)                                                      | Cayman Islands / Diversified Financial Services | Subordinated Notes (Residual Interest, current yield 14.79%)(11)                                | 38,340                         | 33,440  | 36,790        | 1.0%            |

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|                       |                                                       |                                                                     |        |        |        |      |
|-----------------------|-------------------------------------------------------|---------------------------------------------------------------------|--------|--------|--------|------|
|                       |                                                       |                                                                     |        | 33,440 | 36,790 | 1.0% |
| Apidos CLO<br>XII(22) | Cayman Islands /<br>Diversified<br>Financial Services | Subordinated Notes (Residual<br>Interest, current yield 16.16%)(11) | 44,063 | 40,964 | 42,344 | 1.2% |
|                       |                                                       |                                                                     |        | 40,964 | 42,344 | 1.2% |
| Apidos CLO<br>XV(22)  | Cayman Islands /<br>Diversified<br>Financial Services | Subordinated Notes (Residual<br>Interest, current yield 14.43%)(11) | 36,515 | 36,403 | 36,496 |      |