

PROSPECT CAPITAL CORP  
 Form 497  
 October 07, 2013

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

October 7, 2013

**Prospect Capital Corporation  
 Prospect Capital InterNotes®**

**5.000% Senior Notes due 2018 (the "2018 Notes")**

**5.500% Senior Notes due 2020 (the "2020 Notes")**

**6.000% Senior Notes due 2033 (the "2033 Notes")**

**6.500% Senior Notes due 2043 (the "2043 Notes")**

**and together with the 2018 Notes, the 2020 Notes and the 2033 Notes, the "Notes")**

Filed under Rule 497, Registration Statement No. 333-183530

Preliminary Pricing Supplement Nos. 173, 174, 175 and 176 Dated Monday, October 7, 2013  
 (To: Prospectus Dated October 29, 2012, and Prospectus Supplement Dated August 23, 2013)

CUSIP Number	ISIN Number	Principal Amount	Selling Price	Gross Concessions	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor's Option	Product Ranking
74348YHC8	US74348YHC84	\$ 100.000%		1.500%	\$	Fixed	5.000%	Semi-Annual	10/15/2018	4/15/2014	\$ 24.58	Yes	Senior Unsecured Notes
<b>Redemption Information: Callable at 100.000% on 10/15/2014 and every coupon date thereafter.</b>													

CUSIP Number	ISIN Number	Principal Amount	Selling Price	Gross Concessions	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor's Option	Product Ranking
74348YHD6	US74348YHD67	\$ 100.000%		1.750%	\$	Fixed	5.500%	Semi-Annual	10/15/2020	4/15/2014	\$ 27.04	Yes	Senior Unsecured Notes
<b>Redemption Information: Callable at 100.000% on 10/15/2014 and every coupon date thereafter.</b>													

CUSIP Number	ISIN Number	Principal Amount	Selling Price	Gross Concessions	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor's Option	Product Ranking
74348YHE4	US74348YHE41	\$ 100.000%		3.650%	\$	Fixed	6.000%	Semi-Annual	10/15/2033	4/15/2014	\$ 29.50	Yes	Senior Unsecured Notes
<b>Redemption Information: Callable at 100.000% on 10/15/2015 and every coupon date thereafter.</b>													

CUSIP Number	ISIN Number	Principal Amount	Selling Price	Gross Concessions	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor's Option	Product Ranking
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74348YHF1 US74348YHF16 \$ 100.000% 3.800% \$ Fixed 6.500% Semi-Annual 10/15/2043 4/15/2014 \$ 31.96 Yes Notes  
Senior  
Unsecured  
**Redemption Information: Callable at 100.000% on 10/15/2016 and every coupon date thereafter.**

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Trade Date: Tuesday, October 15, 2013 @ 12:00 PM ET  
Settle Date: Friday, October 18, 2013  
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 One Hundred Seventy-Third Supplemental Indenture, One Hundred Seventy-Fourth Supplemental Indenture, One Hundred Seventy-Fifth Supplemental Indenture and One Hundred Seventy-Sixth Supplemental Indenture, respectively, each dated as of October 18, 2013.

The date from which interest shall accrue on the Notes is Friday, October 18, 2013. The "Interest Payment Dates" for the Notes shall be October 15 and April 15 of each year, commencing April 15, 2014; 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 October 1 or April 1, as the case may be, next preceding such Interest Payment Date.

The 2018 Notes, the 2020 Notes, the 2033 Notes, and the 2043 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 October 15, 2014, October 15, 2014, October 15, 2015 and October 15, 2016, respectively, at a redemption price of \$1,000 per 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-9 of such prospectus supplement and page 11 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, 44th Floor, New York, NY 10016 or by telephone at (212) 448-0702. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) where such information is available without charge upon written or oral request. Our internet website address is [www.prospectstreet.com](http://www.prospectstreet.com). Information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus and you should not consider information contained on our website to be part of this prospectus 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.

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InterNotes® is a registered trademark of Incapital Holdings LLC.

**Recent Developments:** We and Priority Senior Secured Income Fund, Inc., Pathway Energy Infrastructure Fund, Inc., Prospect Capital Funding LLC, Prospect Capital Management LLC, Priority Senior Secured Income Management, LLC and Pathway Energy Infrastructure Management, LLC have submitted an exemptive application to the SEC to permit us to participate in negotiated co-investments with other funds managed by Prospect Capital Management LLC, Priority Senior Secured Income Management, LLC and Pathway Energy Infrastructure Management, LLC or affiliated advisers in a manner consistent with our investment objective, strategies and restrictions as well as regulatory requirements and other pertinent factors, subject to the conditions therein. However, there is no assurance that we will obtain such exemptive relief.

On August 30, 2013, we made a \$16.0 million follow-on investment in System One Holdings, LLC, a leading provider of professional staffing services.

On September 5, 2013, we provided \$50.0 million of floating rate senior secured financing to a leading payments processor.

On September 10, 2013, we made a \$12.5 million first lien secured investment in Photonis SAS, a world leader in the development, manufacture and sale of electro-optic components for the detection and intensification of very faint light sources.

On September 11, 2013, Seaton Corp. repaid the \$13.3 million loan receivable to us.

On September 12, 2013, we provided a \$75.0 million floating-rate senior-secured term loan to support the recapitalization of American Broadband Communications, LLC, a leading provider of voice, video, and high-speed internet services.

On September 12, 2013, we made an investment of \$36.5 to purchase 83.56% of the subordinated notes in Apidos CLO XV, Ltd.

On September 19, 2013, we provided \$48.0 million of combined senior secured floating rate debt and equity to support the recapitalization of Mity Enterprises, Inc., a leading designer, manufacturer and seller of multipurpose room furniture and specialty healthcare seating products.

On September 16, 2013, we made a \$12.0 million senior secured investment in NCP Finance, a lender to short term loan providers in the alternative financial services industry.

On September 30, 2013, we made an investment of \$22.6 million to purchase 51.02% of the subordinated notes in Galaxy XVI CLO, Ltd.

On September 30, 2013, we sold our investment in ADAPCO, Inc. for net proceeds of \$0.6 million, recognizing a realized gain of \$0.4 million on the sale.

On September 30, 2013, we made an \$18.8 million follow-on investment in JHH Holdings, Inc., a leading provider of home healthcare services in Texas.

On October 1, 2013, we made a \$2.6 million follow-on investment in AIRMALL USA, Inc., a leading developer and manager of airport retail operations.

During the period from September 6, 2013 to October 3, 2013, we issued \$39.8 million in aggregate principal amount of our Prospect Capital InterNotes® for net proceeds of \$39.1 million.

During the quarter ended September 30, 2013, we repaid \$0.1 million in aggregate principal amount of our Prospect Capital InterNotes® in accordance with the Survivor's Option, as defined in the accompanying prospectus supplement.

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PROSPECTUS SUPPLEMENT  
(To Prospectus dated October 29, 2012)

## **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-9 of this prospectus supplement and page 11 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, 44th Floor, New York, NY 10016 or by telephone at (212) 448-0702. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) where such information is available without charge upon written or oral request. Our internet website address is [www.prospectstreet.com](http://www.prospectstreet.com). Information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus and you should not consider information contained on our website to be part of this prospectus 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**  
Prospectus Supplement dated August 23, 2013.

**Citigroup**



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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 antici