Oxford Lane Capital Corp.
Form 497
November 25, 2014

Filed pursuant to Rule 497
File No. 333-195652

PROSPECTUS SUPPLEMENT
(To Prospectus dated June 23, 2014) November 25, 2014

Oxford Lane Capital Corp.
$45,000,000
Common Stock

This prospectus supplement supplements the prospectus supplement dated August 15, 2014 and the accompanying prospectus thereto, dated June 23, 2014 (collectively the Prospectus), which relate to the sale of shares of common stock of Oxford Lane Capital Corp. in an at the market offering pursuant to an equity distribution agreement, dated August 15, 2014, with Ladenburg Thalmann & Co. Inc.

You should carefully read this prospectus supplement together with the Prospectus before investing in our common stock. **You should also review the information set forth under the Risk Factors section beginning on page 17 of the Prospectus before investing.**

The terms Oxford Lane, the Company, we, us and our generally refer to Oxford Lane Capital Corp.

Recent Developments

Prior Sales Pursuant to the Prospectus

From August 15, 2014 to September 30, 2014, we sold a total of 327,886 shares of common stock pursuant to the Prospectus. The total amount of capital raised under as a result of these issuances was approximately $5.5 million and net proceeds were approximately $5.2 million after deducting the sales agent s commissions and offering expenses.

Distributions

On November 5, 2014, our Board of Directors declared a distribution of $0.60 per share of common stock for the third fiscal quarter of 2015, payable on December 31, 2014 to shareholders of record as of December 17, 2014.

On November 5, 2014, our Board of Directors declared dividends on the Series 2017, Series 2023 and Series 2024 Term Preferred Shares for the months of December 2014, January 2015 and February 2015.

Preferred Stock Offering

On November 25, 2014, we closed an underwritten public offering of 1,000,000 shares of our 8.125% Series 2024 Term Preferred Stock (the Preferred Stock) at a public offering price of $25.00 per share, raising $25 million in gross proceeds, before deducting underwriting discounts and commissions of $1,000,000 and estimated offering expenses of $185,000. The Company has also granted the underwriters for this offering a 30-day option to purchase up to 150,000 additional shares of Preferred Stock on the same terms and conditions to cover over-allotments, if any.

Semi-Annual Report to Stockholders

On November 19, 2014, the Company filed its Semi-Annual Report to stockholders for the period from April 1, 2014 to September 30, 2014. The text of the Semi-Annual Report is attached hereto and is incorporated herein by reference.

Information contained on our website is not incorporated by reference into this prospectus supplement or the Prospectus, and you should not consider that information to be part of this prospectus supplement or the Prospectus.

Oxford Lane Capital Corp.

Semi-Annual Report

September 30, 2014

oxfordlanecapital.com

OXFORD LANE CAPITAL CORP.

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Oxford Lane Capital Corp.

November 18, 2014

To Our Shareholders:

We are pleased to submit to you the report of Oxford Lane Capital Corp. (we , us , our , the Fund or Oxford Lane the six months ended September 30, 2014. The net asset value of our shares at that date was $15.54 per common share. The Fund s common stock is traded on the NASDAQ Global Select Market and its share price can differ from its net asset value. The Fund s closing price at September 30, 2014 was $15.33, down from $16.70 at March 31, 2014. The total return for Oxford Lane, for the six months ended September 30, 2014, as reflected in the Fund s financial highlights, was (1.23%). This return reflects the change in market price for the period, as well as the positive impact of $1.20 per share in dividends declared and paid. On November 17, 2014, the last reported sale price of the Fund s common stock was $16.41.

We draw your attention to our dividend policy, which has been discussed in earlier reports, as we believe that the Fund s position deserves close attention. Oxford Lane is subject to significant and variable differences between its accounting income and its taxable income particularly as it relates to our collateralized loan obligation (CLO) equity investments. We invest in CLO entities which generally constitute passive foreign investment companies and which are subject to complex tax rules; the calculation of taxable income attributed to a CLO equity investment can be dramatically different from the calculation of income for financial reporting purposes. Taxable income is based upon the distributable share of earnings as determined under tax regulations for each CLO equity investment, which may be consistent with the cash flows generated by those investments, while accounting income is currently based upon an effective yield calculation. The Fund s final taxable earnings for the fiscal year ending March 31, 2015 will not be known until our tax returns are filed but our experience has been that cash flows have historically represented a reasonable estimate of taxable earnings. In general, we currently expect our annual taxable income to be higher than our reportable accounting income on the basis of actual cash received, and our dividend policy will be based upon our expectations for that taxable income (as is required for a regulated investment company). While reportable accounting income from our CLO equity class investments for the six months ended September 30, 2014 was approximately $20.1 million, we received or were entitled to receive approximately $22.4 million in distributions. Our dividend policy is based upon our estimate of our taxable net investment income, which includes actual distributions from our CLO equity class investments, with further consideration given to our realized gains or losses on a taxable basis.

Investment Review

The Fund s investment objective is to maximize its portfolio s risk adjusted total return. Our current focus is to seek that return by investing in structured finance investments, specifically CLO vehicles which primarily own senior corporate debt securities. We may also seek to make direct investment in corporate debt securities. As of September 30, 2014, we held debt investments in 5 different CLO structures, and equity investments in 32 different CLO structures. Our investment strategy also includes warehouse facilities, which are financing structures intended to aggregate loans that may be used to form the basis of a CLO vehicle. We may also invest, on an opportunistic basis, in other corporate credits of a variety of types.

The Fund has thus far implemented its investment objective by purchasing in both the primary and secondary markets the income notes and subordinated notes (sometimes referred to as equity) and junior debt tranches of various CLO vehicles and the equity tranches of various warehouse facilities. Structurally, CLO vehicles are entities formed to purchase and manage portfolios of loans. The loans within a CLO vehicle are limited to loans which, on an aggregated basis, meet established credit criteria. They are subject to concentration limitations in order to limit a CLO vehicle s exposure to individual credits. The CLO vehicles which the Fund focuses on are collateralized primarily by senior loans, and generally have minimal or no exposure to real estate, mortgage loans or to pools of consumer-based debt, such as credit card receivables or auto loans. The Fund may increase its exposure to warehouse facilities over the coming year.

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Investment Outlook

We believe that the market for CLO-related assets continues to provide us with the opportunities to generate attractive risk-adjusted returns within our strategies. We believe that a number of factors support this conclusion, including:

We believe that the long-term and relatively low-cost capital that many CLO vehicles have secured, compared with current asset spreads and associated LIBOR floors have created opportunities to purchase certain CLO equity and junior debt instruments that may produce attractive risk-adjusted returns. Although yields on senior loans have generally decreased since mid-2010, we believe that CLO equity and junior debt instruments continue to offer attractive risk-adjusted returns.

We believe that the recently developed market to invest in warehouse financings, which are short-term facilities that are generally expected to form the basis of CLO vehicles (which the Fund may participate in or be repaid by), has created additional attractive risk-adjusted investment opportunities for us.

We believe that investing in CLO securities, and CLO equity instruments and warehouse financings in particular, requires a high level of research and analysis. We believe that typically this analysis can only be adequately conducted by knowledgeable market participants since that analysis tends to be highly specialized.

We believe that a stronger credit market for senior loans has reduced the risk of collateral coverage test violations across many CLO structures, thereby reducing the risk that current cash distributions otherwise payable to junior debt tranches and/or equity will be diverted under the priority of payments to pay down the more senior obligations in various CLO structures.

We believe that the US CLO market is relatively large with total assets under management of approximately $328 billion.[1] We estimate that the amount outstanding of the junior-most debt tranches (specifically the tranches originally rated BB and B) and equity tranches together are approximately $58 billion.

An investment in our Fund carries with it a number of risks, certain of which are discussed in the footnotes to the financial statements. Investors should read the risk disclosures footnote carefully.

We continue to review a large number of CLO investment vehicles in the current market environment, and we expect that the majority of our portfolio holdings, over the near to intermediate-term, will continue to be focused on CLO debt and equity securities, with the more significant focus over the near-term on CLO equity securities and warehouse facilities.

Jonathan H. Cohen
Chief Executive Officer

1. As of July 25, 2014. Source: RBS Securities Inc., Intex Solutions, Inc.

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OXFORD LANE CAPITAL CORP.

TOP TEN HOLDINGS
AS OF SEPTEMBER 30, 2014
(Unaudited)

Investment	Maturity	Fair Value	% of Net Assets
Seneca Park CLO, Ltd. Subordinated Notes	July 17, 2026	$ 30,400,000	12.46 %
Battalion CLO VII Ltd. Preference Shares	January 1, 2015	28,000,000	11.48 %
OFSI Fund VII, Ltd. Income Notes	October 18, 2026	23,158,713	9.49 %
AIMCO CLO, Series 2014-A Subordinated Notes	July 20, 2026	22,880,000	9.38 %
OZLM VII Ltd. Subordinated Notes	July 17, 2026	19,980,500	8.19 %
Cedar Funding III CLO, Ltd. Subordinated Notes	May 20, 2026	19,750,000	8.10 %
Venture XVI CLO, Ltd. Subordinated Notes	April 15, 2026	16,200,000	6.64 %
Benefit Street Partners CLO IV Ltd. Preference Shares	July 20, 2026	15,810,000	6.48 %
Mountain Hawk III CLO, Ltd. Income Notes	April 18, 2025	13,650,000	5.60 %
Ares XXIX CLO Ltd. Subordinated Notes	April 17, 2026	12,240,000	5.02 %

Portfolio Investment Breakdown

(Excludes cash and other assets)

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OXFORD LANE CAPITAL CORP.

STATEMENT OF ASSETS AND LIABILITIES (Unaudited)

	September 30, 2014
ASSETS	
Investments, at fair value (identified cost: $334,511,735)	$ 346,290,230
Cash and cash equivalents	5,154,688
Dividend receivable	7,596,982
Deferred issuance costs on mandatorily redeemable preferred stock	4,745,170
Deferred offering costs on common stock	324,580
Interest receivable, including accrued interest purchased	178,857
Prepaid expenses and other assets	15,452
Total assets	364,305,959
LIABILITIES	
Mandatorily redeemable preferred stock, net of discount (5,000,000 shares authorized and 4,864,720 shares issued and outstanding)	117,416,295
Investment advisory fee payable to affiliate	1,828,407
Incentive fees payable to affiliate	473,275
Directors fees payable	27,500
Administrator expense payable	27,044
Accrued offering costs	204,234
Accrued expenses	378,745
Total liabilities	120,355,500
COMMITMENTS AND CONTINGENCIES (NOTE 9)	
NET ASSETS applicable to common stock, $0.01 par value, 95,000,000 shares authorized, and 15,703,275 shares issued and outstanding	$ 243,950,459
NET ASSETS consist of:	
Paid in capital	$ 244,023,003
Accumulated net realized gain on investments	9,571,390
Net unrealized appreciation on investments	11,778,495
Distribution in excess of net investment income	(21,422,429)
Total net assets	$ 243,950,459
Net asset value per common share	$ 15.54
Market price per share	$ 15.33
Market price discount to net asset value per share	(1.35)%

See Accompanying Notes

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OXFORD LANE CAPITAL CORP.

SCHEDULE OF INVESTMENTS SEPTEMBER 30, 2014 (Unaudited)

COMPANY[1]	INDUSTRY	INVESTMENT	PRINCIPAL AMOUNT	COST	FAIR VALUE[2]	% of Net Assets
Collateralized Loan Obligation — Debt Investments						
AMMC CLO XII, Ltd.	structured finance	CLO secured notes Class F[3][4][5] (5.28%, due May 10, 2025)	$2,500,000	$2,181,610	$2,076,500	
Carlyle Global Market Strategies CLO 2013-2, Ltd.	structured finance	CLO secured notes Class F[3][4][5] (5.63%, due April 18, 2025)	4,500,000	3,872,878	3,926,250	
Neuberger Berman CLO XIII, Ltd.	structured finance	CLO secured notes Class F[3][4][5] (6.73%, due January 23, 2024)	4,500,000	3,897,433	4,180,950	
OFSI Fund VII, Ltd.	structured finance	CLO secured notes Class F[3][4][5] (6.03%, due October 18, 2026)	5,564,000	4,619,760	4,618,120	
Telos CLO 2013-3, Ltd.	structured finance	CLO secured notes Class F[3][4][5] (5.73%, due January 17, 2024)	3,000,000	2,709,378	2,512,800	
Total Collateralized Loan Obligation — Debt Investments				17,281,059	17,314,620	7.10%
Collateralized Loan Obligation — Equity Investments						
ACA CLO 2007-1, Ltd.	structured finance	CLO subordinated notes[4][6]	12,212,500	5,425,135	5,373,500	

		(Estimated yield 25.63%, maturity June 15, 2022)			
AIMCO CLO, Series 2014-A	structured finance	CLO subordinated notes(4)(6)(9) (Estimated yield 10.14%, maturity July 20, 2026)	26,000,000	22,884,131	22,880,000
AMMC CLO XII, Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 12.98%, maturity May 10, 2025)	7,178,571	5,053,285	5,455,714
Apidos CLO XIV	structured finance	CLO subordinated notes(4)(6) (Estimated yield 16.64%, maturity April 15, 2025)	2,272,500	1,866,565	2,227,050
Ares XXV CLO Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 10.63%, maturity January 17, 2024)	15,500,000	11,437,825	11,625,000
Ares XXVI CLO Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 14.89%, maturity April 15, 2025)	7,500,000	5,325,060	5,732,813
Ares XXIX CLO Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 12.76%, maturity April 17, 2026)	12,750,000	10,912,763	12,240,000
Battalion CLO VII Ltd.	structured finance	CLO preference shares(4)(6)(8) (Estimated yield 14.00%, maturity January	28,000,000	28,000,000	28,000,000

		01, 2015)			
Benefit Street Partners CLO IV Ltd.	structured finance	CLO preference shares(4)(6)(9) (Estimated yield 9.85%, maturity July 20, 2026)	17,000,000	16,119,577	15,810,000
Carlyle Global Market Strategies CLO 2013-2, Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 22.01%, maturity April 18, 2025)	9,250,000	7,048,706	9,435,000
Cedar Funding III CLO, Ltd.	structured finance	CLO subordinated notes(4)(6)(9) (Estimated yield 7.51%, maturity May 20, 2026)	25,000,000	22,129,862	19,750,000
Emerson Park CLO, Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 12.39%, maturity July 15, 2025)	12,250,000	8,893,581	9,922,500
Harbourview CLO 2006-1	structured finance	CLO subordinated notes(4)(6) (Estimated yield 50.59%, maturity December 27, 2019)	4,380,000	1,707,309	2,715,600

(Continued on next page)

See Accompanying Notes

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OXFORD LANE CAPITAL CORP.

SCHEDULE OF INVESTMENTS (continued) SEPTEMBER 30, 2014 (Unaudited)

COMPANY[1]	INDUSTRY	INVESTMENT	PRINCIPAL AMOUNT	COST	FAIR VALUE[2]	% of Net Assets
Ivy Hill Middle Market Credit VII, Ltd.	structured finance	CLO subordinated notes[4][6] (Estimated yield 13.07%, maturity October 20, 2025)	$7,000,000	$6,357,143	$6,440,000	
Mountain Hawk II CLO, Ltd.	structured finance	CLO subordinated notes[4][6] (Estimated yield 11.87%, maturity July 20, 2024)	10,000,000	10,569,599	10,940,000	
Mountain Hawk III CLO, Ltd.	structured finance	CLO income notes[4][6] (Estimated yield 8.75%, maturity April 18, 2025)	15,000,000	13,467,958	13,650,000	
		CLO M notes[7] (Maturity April 18, 2025)	2,389,676		679,156	
Neuberger Berman CLO XIII, Ltd.	structured finance	CLO subordinated notes[4][6] (Estimated yield 10.94%,	6,255,000	3,684,856	3,878,100	

		maturity January 23, 2024)			
OFSI Fund VII, Ltd.	structured finance	CLO income notes(4)(6)(9) (Estimated yield 9.09%, maturity October 18, 2026)	28,840,000	25,557,693	23,158,713
OZLM VII Ltd.	structured finance	CLO subordinated notes(4)(6)(9) (Estimated yield 8.09%, maturity July 17, 2026)	22,450,000	21,446,176	19,980,500
Seneca Park CLO, Ltd.	structured finance	CLO subordinated notes(4)(6)(9) (Estimated yield 9.50%, maturity July 17, 2026)	32,000,000	31,134,433	30,400,000
Shackleton II CLO, Ltd.	structured finance	CLO income notes(4)(6) (Estimated yield 9.13%, maturity October 20, 2023)	10,000,000	8,785,829	8,300,000
Telos CLO 2013-3, Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 12.91%, maturity January 17, 2024)	6,333,334	5,327,737	5,636,667
Telos CLO 2013-4, Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 16.95%, maturity July 17, 2024)	8,700,000	6,419,701	7,743,000
Venture XIII CLO, Ltd.	structured finance	CLO subordinated notes(4)(6)	9,500,000	7,184,326	8,550,000

		(Estimated yield 15.83%, maturity June 10, 2025)				
Venture XVI CLO, Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 11.70%, maturity April 15, 2026)	15,000,000	13,682,886	16,200,000	
Venture XVII CLO, Ltd.	structured finance	CLO subordinated notes(4)(6) (Estimated yield 10.49%, maturity July 15, 2026)	9,000,000	8,048,431	9,000,000	
Venture XVIII CLO, Ltd.	structured finance	CLO subordinated notes(4)(6)(9) (Estimated yield 8.81%, maturity October 15, 2026)	9,700,000	8,760,109	8,225,066	
		CLO subordinated F notes(7) (Maturity October 15, 2026)	357,055		407,934	
Other CLO equity related investments	structured finance	CLO other(7)			4,619,297	
Total Collateralized Loan Obligation Equity Investments				317,230,676	328,975,610	134.85 %
Total Investments				**$334,511,735**	**$346,290,230**	**141.95%**

(1) We do not control and are not an affiliate of any of our portfolio companies, each as defined in the Investment Company Act of 1940 (the 1940 Act).
In general, under the 1940 Act, we would be presumed to control a portfolio company if we owned 25% or more of its voting securities and would be an affiliate of a portfolio company if we owned 5% or more of its voting securities.

(2) Fair value is determined in good faith by the Board of Directors of the Company.

(3) Notes bear interest at variable rates.

See Accompanying Notes

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OXFORD LANE CAPITAL CORP.

SCHEDULE OF INVESTMENTS (continued) SEPTEMBER 30, 2014 (Unaudited)

(4) Cost value reflects accretion of original issue discount or market discount, and amortization of premium.

(5) The CLO secured notes bear interest at a rate determined by reference to three-month LIBOR which resets quarterly. For each CLO debt investment, the rate provided is as of September 30, 2014.

(6) The CLO subordinated notes and income notes are considered equity positions in the CLO funds. Equity investments are entitled to recurring distributions which are generally equal to the remaining cash flow of the payments made by the underlying fund s securities less contractual payments to debt holders and fund expenses. The estimated yield indicated is based upon a current projection of the amount and timing of these recurring distributions and the estimated amount of repayment of principal upon termination. Such projections are periodically reviewed and adjusted, and the estimated yield may not ultimately be realized.

(7) Fair value represents discounted cash flows associated with fees earned from CLO equity investments

(8) The preference shares represent an investment in a warehouse facility, which is a financing structure intended to aggregate loans that may be used to form the basis of a CLO vehicle.

(9) Investment has not made inaugural distribution for relevant period end. See Note 2. Summary of Significant Accounting Policies Investment Income Recognition.

See Accompanying Notes

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OXFORD LANE CAPITAL CORP.

STATEMENT OF OPERATIONS (Unaudited)

	Six Months Ended September 30, 2014
INVESTMENT INCOME	
Interest income.	$ 21,472,747
EXPENSES	
Investment advisory fees	3,615,501
Incentive fees	1,925,028
Professional fees.	255,918
Administrator expense	512,915
Directors fees	82,000
General and administrative	358,294
Interest expense on mandatorily redeemable preferred stock	4,540,578
Insurance expense.	18,300
Transfer agent and custodian fees	48,642
Total expenses	11,357,176
Net investment income	10,115,571
Net change in unrealized depreciation on investments	(10,573,706)
Net realized gain on investments	7,799,862
Net realized and unrealized loss on investments	(2,773,844)
Net increase in net assets resulting from operations.	$ 7,341,727

See Accompanying Notes

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OXFORD LANE CAPITAL CORP.

STATEMENT OF CHANGES IN NET ASSETS (Unaudited)

	Six Months Ended September 30, 2014	Year Ended March 31, 2014
Increase in net assets from operations:		
Net investment income	$10,115,571	$10,087,821
Net realized gain on investments.	7,799,862	7,981,427
Net change in unrealized depreciation on investments	(10,573,706)	4,592,120
Net increase in net assets resulting from operations	7,341,727	22,661,368
Distributions from net investment income	(18,532,867)	(20,202,469)
Distributions from realized gain on investments		(3,018,700)
Distributions to shareholders	(18,532,867)	(23,221,169)
Capital share transaction:		
Issuance of common stock (net of underwriting fees and offering costs)	5,232,274	122,242,178
Reinvestment of dividends	2,080,124	3,007,101
Net increase in net assets from capital share transactions	7,312,398	125,249,279
Total (decrease) increase in net assets	(3,878,742)	124,689,478
Net assets at beginning of period	247,829,201	123,139,723
Net assets at end of period (including distributions in excess of net investment income of $21,422,429 and $13,005,133)	$243,950,459	$247,829,201
Capital share activity:		
Shares sold	327,886	7,446,373
Shares issued from reinvestment of dividends	134,660	191,638
Increase in capital share activity	462,546	7,638,011

See Accompanying Notes

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OXFORD LANE CAPITAL CORP.

STATEMENT OF CASH FLOWS
(Unaudited)

	Six Months Ended September 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES	
Net increase in net assets resulting from operations	$ 7,341,727
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:	
Amortization of discounts and premiums	(20,262,120)
Amortization of deferred issuance costs on preferred stock	294,862
Accretion of discount on mandatorily redeemable preferred stock	221,105
Purchases of investments	(307,351,855)
Sales of investments	146,982,183
Repayments of principal and reductions to investment cost value	47,955,154
Net change in unrealized appreciation on investments	10,573,706
Increase in deferred offering costs	(324,580)
Net realized gain on investments	(7,799,862)
Increase in dividend receivable	(3,377,244)
Decrease in interest receivable	110,777
Decrease in prepaid expenses and other assets	18,300
Increase in investment advisory fee payable	632,938
Decrease in incentive fee payable	(231,400)
Increase in administrator expense payable	15,244
Increase in accrued offering costs	4,234
Decrease in accrued expenses	(90,402)
Net cash used in operating activities	(125,287,233)
CASH FLOWS FROM FINANCING ACTIVITIES	
Distributions paid (net of stock issued under dividend reinvestment plan of $2,080,124)	(16,452,743)
Proceeds from the issuance of common stock	5,389,980
Underwriting fees and offering costs for the issuance of common stock	(157,706)
Proceeds from the issuance of mandatorily redeemable preferred stock, net of discount	39,900,000
Deferred issuance costs for the issuance of preferred stock	(1,550,128)
Net cash provided by financing activities	27,129,403
Net decrease in cash and cash equivalents	(98,157,830)
Cash and cash equivalents, beginning of period	103,312,518
Cash and cash equivalents, end of period	$ 5,154,688

SIGNIFICANT NON-CASH TRANSACTIONS	
Value of shares issued in connection with dividend reinvestment plan	$ 2,080,124
SUPPLEMENTAL DISCLOSURES	
Cash paid for interest	$ 4,024,611

See Accompanying Notes

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 1. ORGANIZATION

Oxford Lane Capital Corp. (OXLC, we or the Fund) was incorporated under the General Corporation Laws of the State of Maryland on June 9, 2010 as a non-diversified closed-end management investment company that has registered as an investment company under the Investment Company Act of 1940, as amended (the 1940 Act). In addition, the Fund has elected to be treated for tax purposes as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code of 1986, as amended (the Code). The Fund follows the accounting and reporting requirements of ASC 946, *Financial Services Investment Companies* (ASC 946), for reporting on Form N-CSR. The Fund s investment objective is to maximize its portfolio s risk adjusted total return and seeks to achieve its investment objective by investing in structured finance investments, specifically collateralized loan obligation (CLO) vehicles which primarily own senior corporate debt securities.

OXLC s investment activities are managed by Oxford Lane Management LLC (OXLC Management), a registered investment adviser under the Investment Advisors Act of 1940, as amended. BDC Partners LLC (BDC Partners) is the managing member of OXLC Management and serves as the administrator of OXLC.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which require management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

In the normal course of business, the Fund may enter into contracts that contain a variety of representations and provide indemnifications. The Fund s maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based upon experience, the Fund expects the risk of loss to be remote.

CASH AND CASH EQUIVALENTS

The Fund considers all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. At September 30, 2014, cash and cash equivalents consisted solely of demand deposits maintained at well-capitalized financial institutions. The Fund maintains its accounting records in U.S. dollars.

INVESTMENT VALUATION

The most significant estimates made in the preparation of the Fund s financial statements are the valuation of investments and the effective yield calculations, as well as the related amounts of unrealized appreciation and depreciation of investments recorded. OXLC believes that there is no single definitive method for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments that OXLC makes. The Fund is required to specifically fair value each individual investment on a quarterly basis.

The Fund complies with ASC 820-10, *Fair Value Measurements and Disclosure*, which establishes a three-level valuation hierarchy for disclosure of fair value measurements. ASC 820-10 clarified the definition of fair value and requires companies to expand their disclosure about the use of fair value to measure assets and liabilities in interim and annual periods subsequent to initial recognition. ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820-10 also establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

inputs such as quoted prices in active markets; Level 2, which includes inputs such as quoted prices for similar securities in active markets and quoted prices for identical securities in markets that are not active; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Fund has determined that due to the general illiquidity of the market for the Fund s investment portfolio, whereby little or no market data exists, all of the Fund s investments are valued based upon Level 3 inputs as of September 30, 2014. The Fund s Board of Directors determines the value of OXLC s investment portfolio each quarter. The prices used by the Fund to value securities may differ from the value that would be realized if the securities were sold, and these differences could be material to the Fund s financial statements.

OXLC has acquired a number of debt and equity positions in CLO investment vehicles, which are special purpose financing vehicles. In valuing such investments, OXLC considers indicative prices provided by a recognized industry pricing service as well as the indicative prices provided by the broker who arranges transactions in such investment vehicles, to the extent available, as well as any available information on other relevant transactions including trades, if any, and firm bids and offers in the market. In addition, OXLC considers the range of yields for such investments across the market, the operating metrics of the specific investment vehicle, including, but not limited to, net asset value, projected cash flows, compliance with collateralization tests, and defaulted and CCC-rated securities, if any. Using the pricing service s indicative price as a starting point, if the implied yield is outside the market range, the valuation may be adjusted to a point within the market range. However, the impact of other market information, such as broker prices, actual trades and firm bids and offers as well as operating metrics of such investment, may also affect the valuation. On occasion, an indicative price that results in an implied yield that is within the market range may also be adjusted, depending upon the reliability and volume of other market information. OXLC Management or the OXLC Valuation Committee (the Valuation Committee) may request an additional analysis by a third-party firm to assist in the valuation process of CLO investment vehicles. This information is presented to the Board for its determination of fair value of these investments.

The Fund may also invest directly in senior secured loans (either in the primary or secondary markets). In valuing such investments, OXLC Management will prepare an analysis of each loan, including a financial summary, covenant compliance review, recent trading activity in the security, if known, and other business developments related to the portfolio company. Any available information, including non-binding indicative bids obtained from a recognized industry pricing service and agent banks which may not be considered reliable, will be presented to the Valuation Committee of the Board to consider in its determination of fair value. In some instances, there may be limited trading activity in a security even though the market for the security is considered not active. In such cases the Board will consider the number of trades, the size and timing of each trade and other circumstances around such trades, to the extent such information is available, in its determination of fair value. At September 30, 2014, the Fund did not have any direct investments in senior secured loans.

ASC 820-10, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (ASC 820), provides guidance on factors that should be considered in determining when a previously active market becomes inactive and whether a transaction is orderly. In accordance with ASC 820-10, the Fund s valuation procedures specifically provide for the review of indicative quotes supplied by the brokers or agent banks that make a market for each security.

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The Fund s assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820-10 at September 30, 2014, were as follows:

	Fair Value Measurements at Reporting Date Using			
Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	($ in millions)	($ in millions)	($ in millions)	($ in millions)
CLO debt	$	$	$ 17.3	$ 17.3
CLO equity			329.0	329.0
Total	$	$	$ 346.3	$ 346.3

Significant Unobservable Inputs for Level 3 Investments

In accordance with ASC 820-10, the following table provides quantitative information about the Fund s Level 3 fair value measurements as of September 30, 2014. The Fund s valuation policy, as described above, establishes parameters for the sources and types of valuation analysis, as well as the methodologies and inputs that the Fund uses in determining fair value. If the Valuation Committee or OXLC Management determines that additional techniques, sources or inputs are appropriate or necessary in a given situation, such additional work may be undertaken. The table, therefore, is not all-inclusive, but provides information on the significant Level 3 inputs that are pertinent to the Fund s fair value measurements. The weighted average calculations in the table below are based on principal balances for all CLO debt and equity investments.

	Quantitative Information about Level 3 Fair Value Measurements			
Assets	Fair	Valuation	Unobservable	Range/Weighted

	Value as of September 30, 2014 ($ in millions)	Techniques/ Methodologies	Input		Average	
CLO debt	$8.8	Market quotes	NBIB	(1)	83.1%	92.9%/87.7%
	8.5	Recent transactions	Actual trade(2)		83.0%	87.3%/84.9%
CLO equity	295.3	Market quotes	NBIB	(1)	44.0%	109.4%/86.6%
	28.0	Recent transactions	Actual trade	(2)	N/A	(3)
	5.7	Discounted cash flow	Discount rate		9.5%	11.8%/10.5%
Total Fair Value for Level 3 Investments	$346.3					

(1) The Fund generally uses prices provided by an independent pricing service or broker or agent bank non-binding indicative bid prices (NBIB) on or near the valuation date as the primary basis for the fair value determinations for CLO debt and equity investments.

(2) Prices provided by independent pricing service are evaluated in conjunction with actual trades, and in certain cases, the value represented by actual trades may be more representative of fair value as determined by the Valuation Committee.

(3) Represents a single investment fair value position, at par, and therefore the range / weighted average is not applicable.

Significant increases or decreases in any of the unobservable inputs in isolation may result in a significantly lower or higher fair value measurement.

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

A rollforward of the fair value of investments for the six months ended September 30, 2014, utilizing significant unobservable inputs, is as follows:

($ in millions)	Collateralized Loan Obligation Debt Investments	Collateralized Loan Obligation Equity Investments	Total
Balance at March 31, 2014	$ 22.5	$ 214.2	$ 236.7
Realized gains included in earnings	1.2	6.6	7.8
Unrealized depreciation included in earnings	(1.9)	(8.7)	(10.6)
Amortization of discounts and premiums	0.1	20.2	20.3
Purchases	4.6	278.1	282.7
Repayments, sales of principal and reductions to investment cost value	(9.2)	(181.4)	(190.6)
Transfers in and/or out of level 3			
Balance at September 30, 2014	$ 17.3	$ 329.0	$ 346.3
The amount of total gains for the period included in earnings attributable to the change in unrealized gains or losses related to our Level 3 assets still held at the reporting date and reported within the net change in unrealized gains or losses on investments in our Statement of Operations	$ (0.7)	$ (1.7)	$ (2.4)

The Fund s policy is to recognize transfers in and transfers out of valuation levels as of the beginning of the reporting period. There were no transfers between Level 1, Level 2 and Level 3 during the six months ended September 30, 2014.

PREFERRED STOCK

The Fund carries its mandatorily redeemable preferred stock at accreted cost on the statement of assets and liabilities, and not fair value. For disclosure purposes, the fair value of the 8.50% Series 2017 Term Preferred Shares (the Series 2017 Shares), 7.50% Series 2023 Term Preferred Shares (the Series 2023 Shares) and 8.125% Series 2024 Term

Preferred Shares (the Series 2024 Shares) are approximately $16.3 million, $72.1 million and $32.3 million, respectively, at September 30, 2014. The fair value of the Series 2017 Shares, Series 2023 Shares and Series 2024 Shares is based upon a closing price per share of $25.75, $24.40 and $25.30, respectively, at September 30, 2014. The Fund considers its preferred stock to be a Level 2 liability within the fair value hierarchy.

PREPAID EXPENSES

Prepaid expenses consist primarily of insurance costs.

INVESTMENT INCOME RECOGNITION

Interest income from debt positions in CLO investment vehicles is recorded on the accrual basis to the extent that such amounts are expected to be collected. Amortization of premium or accretion of discount is recognized on the effective yield method.

Interest income from investments in the equity class securities of CLO investment vehicles (typically income notes or subordinated notes) is recorded based upon an estimation of an effective yield to maturity utilizing assumed cash flows, including those CLO equity investments that have not made their inaugural distribution for relevant period end. The Fund monitors the expected cash flows from its CLO equity investments, including the expected residual payments, and effective yield is determined and updated periodically, as needed.

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

FEDERAL INCOME TAXES

The Fund intends to operate so as to qualify to be taxed as a RIC under Subchapter M of the Internal Revenue Code and, as such, to not be subject to federal income tax on the portion of its taxable income and gains distributed to stockholders. To qualify for RIC tax treatment, OXLC is required to distribute at least 90% of its investment company taxable income, as defined by the Code.

Because federal income tax regulations differ from accounting principles generally accepted in the United States, distributions in accordance with tax regulations may differ from net investment income and realized gains recognized for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among capital accounts in the financial statement to reflect their tax character. Temporary differences arise when certain items of income, expense, gain or loss are recognized at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes. Our dividend policy is based upon our estimate of our taxable net investment income, which includes actual distributions from our CLO equity class investments, with further consideration given to our realized gains or losses on a taxable basis.

The tax basis components of distributable earnings differ from the amounts reflected in the Statement of Assets and Liabilities due to temporary book/tax differences primarily arising from investments in equity CLOs and permanent book/tax differences attributable to non-deductible excise taxes. These amounts will be finalized before filing the federal tax return.

Aggregate gross unrealized appreciation for tax purposes is $18,629,334; and aggregate gross unrealized depreciation of $15,472,293. For tax purposes, the cost basis of the portfolio investments at September 30, 2014 was $343,133,189.

DIVIDENDS AND DISTRIBUTIONS

Dividends from net investment income and capital gain distributions are determined in accordance with U.S. federal income tax regulations, which differ from GAAP. Dividends from net investment income, if any, are expected to be declared and paid quarterly. Net realized capital gains, unless offset by any available capital loss carry-forward, are typically distributed to shareholders annually. Dividends and distributions to shareholders are recorded on the ex-dividend date and are automatically reinvested in full and fractional shares of the Fund in accordance with the Fund s dividend reinvestment plan unless the shareholder has elected to have them paid in cash.

Amounts required to be distributed reflect estimates made by the Fund. Dividends paid by the Fund are subject to re-characterization for tax purposes.

CONCENTRATION OF CREDIT RISK

At September 30, 2014, the Fund maintained a cash balance with U.S. Bank N.A. The Fund is subject to credit risk arising should U.S. Bank N.A. be unable to fulfill its obligations. In addition, the Fund s portfolio may be concentrated in a limited number of investments in CLO vehicles, which will subject the Fund to a risk of significant loss if that sector experiences a market downturn.

SECURITIES TRANSACTIONS

Securities transactions are recorded on trade date. Realized gains and losses on investments sold are recorded on the basis of specific identification.

DEFERRED OFFERING COSTS

Deferred offering costs consist principally of legal, accounting, filing and underwriting fees incurred that are related to an offering proposed by the Fund. The deferred offering costs will be charged to capital upon

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

the completion of an offering or charged to expense if the offering is unsuccessful. Expenses related to shelf offerings are charged to capital as securities registered are issued.

DEFERRED ISSUANCE COSTS

Deferred issuance costs represent underwriting fees and other direct costs incurred that are related to the Fund s preferred stock offerings. The deferred issuance costs are being amortized and included in interest expense on mandatorily redeemable preferred stock in the statement of operations over the term of the Series 2017, Series 2023 and Series 2024 Shares.

NOTE 3. RELATED PARTY TRANSACTIONS

Effective September 9, 2010, the Fund entered into an Investment Advisory Agreement with OXLC Management, a registered investment adviser under the Investment Advisers Act of 1940, as amended. BDC Partners is the managing member of OXLC Management and serves as the administrator of OXLC. Pursuant to the Investment Advisory Agreement, the Fund has agreed to pay OXLC Management a fee for advisory and management services consisting of two components a base management fee and an incentive fee. The base-management fee is calculated at an annual rate of 2.00% of the Fund s gross assets. For services rendered under the Investment Advisory Agreement, the base management fee is payable quarterly in arrears.

The base management fee is calculated based on the average value of the Fund s gross assets, which means all assets of any type, at the end of the two most recently completed calendar quarters, and appropriately adjusted for any share issuances or repurchases during the current calendar quarter. Base management fees for any partial month or quarter will be appropriately pro-rated.

The incentive fee is calculated and payable quarterly in arrears based on the pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees, such as commitment, origination, structuring, diligence and consulting fees or other fees that are received from an investment) accrued during the calendar quarter, minus our operating expenses for the quarter (including the base management fee, expenses payable under the Administration Agreement to BDC Partners, and any interest expense and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes accrued income that the Fund has not yet received in cash. Pre-incentive fee net investment income does not include any realized or unrealized capital gains or losses, and the Fund could incur incentive fees in periods when there is a net decrease in net assets from operations. Pre-incentive fee net investment income, expressed as a rate of return on the value of the Fund s net assets at the end of the immediately preceding calendar quarter, is compared to a hurdle of 1.75% per quarter (7.00% annualized). Our undistributed net investment income used to calculate the incentive fee is also included in the amount of the Fund s gross assets used to calculate the 2.00% base management fee. The incentive fee with respect to the Fund s pre-incentive fee net investment income in each calendar quarter is calculated as follows:

no incentive fee in any calendar quarter in which the Fund s pre-incentive fee net investment income does not exceed the hurdle of 1.75%;

100% of pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle but is less than 2.1875% in any calendar quarter (8.75% annualized). The Fund refers to this portion of the pre-incentive fee net investment income (which exceeds the hurdle but is less than 2.1875%) as the catch-up. The catch-up is meant to provide the investment adviser with 20% of the pre-incentive fee net investment income as if a hurdle did not apply if the net investment income exceeds 2.1875% in any calendar quarter; and

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 3. RELATED PARTY TRANSACTIONS (continued)

20% of the amount of pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized) is payable to OXLC Management (once the hurdle is reached and the catch-up is achieved, 20% of all pre-incentive fee net investment income thereafter is allocated to OXLC Management).
There is no offset in subsequent quarters for any quarter in which an incentive fee is not earned. For the six months ended September 30, 2014, the Fund accrued incentive fee expenses of approximately $1.9 million. At September 30, 2014, the Fund has an incentive fee payable of approximately $473,000.

Effective September 9, 2010, the Fund entered into an administration agreement with BDC Partners to serve as its administrator. Under the administration agreement, BDC Partners performs, or oversees the performance of, the Fund s required administrative services, which include, among other things, being responsible for the financial records which the Fund is required to maintain and preparing reports to the Fund s stockholders.

In addition, BDC Partners assists the Fund in determining and publishing the Fund s net asset value, oversees the preparation and filing of the Fund s tax returns and the printing and dissemination of reports to the Fund s stockholders, and generally oversees the payment of the Fund s expenses and the performance of administrative and professional services rendered to the Fund by others. Payments under the administration agreement are equal to an amount based upon the Fund s allocable portion of BDC Partners overhead in performing its obligations under the administration agreement, including rent, the fees and expenses associated with performing compliance functions and the Fund s allocable portion of the compensation of the Fund s chief financial officer, chief compliance officer, controller and treasurer, and any administrative support staff. The administration agreement may be terminated by either party without penalty upon 60 days written notice to the other party.

The independent directors receive an annual fee of $35,000. In addition, the independent directors receive $2,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Board meeting, $1,500 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Valuation Committee meeting and $1,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Audit Committee meeting. The Chairman of the Audit Committee also receives an additional annual fee of $5,000. No compensation will be paid to directors who are interested persons of the Fund as defined in the 1940 Act.

Certain directors, officers and other related parties, including members of OXLC Management, own 4.2% of the common stock of the Fund at September 30, 2014.

NOTE 4. OTHER INCOME

Other income includes closing fees, or origination fees, associated with investments in portfolio companies. Such fees are normally paid at closing of the Fund s investments, are fully earned and non-refundable, and are generally non-recurring. The Fund had no such income for the six months ended September 30, 2014.

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 5. SERIES 2017 TERM PREFERRED SHARES

The Fund has authorized five million preferred shares at a par value of $0.01 per share. On November 28, 2012, the Fund completed an underwritten public offering of 600,000 shares of its newly designated 8.50% Series 2017 Shares at a public offering price of $25 per share, less underwriting fees and offering costs. The Fund also granted the underwriters a 30-day option to purchase additional shares of Series 2017 Shares on the same terms and conditions to cover over-allotments. On December 10, 2012, the underwriters purchased an additional 32,450 shares of Series 2017 Shares. The total net proceeds to the Fund from the issuance of the Series 2017 Shares were approximately $14.8 million.

The Fund is required to redeem all of the outstanding Series 2017 Shares on December 31, 2017 at a redemption price equal to $25 per share plus an amount equal to accumulated but unpaid dividends, if any, to the date of the redemption. OXLC cannot effect any amendment, alteration, or repeal of the Fund s obligation to redeem all of the Series 2017 Shares on December 31, 2017 without the prior unanimous vote or consent of the holders of Series 2017 Shares. If the Fund fails to maintain an asset coverage ratio of at least 200%, the Fund will redeem a portion of the outstanding Series 2017 Shares in an amount at least equal to the lesser of (1) the minimum number of shares of Series 2017 Shares necessary to cause OXLC to meet our required asset coverage ratio, and (2) the maximum number of Series 2017 Shares that OXLC can redeem out of cash legally available for such redemption. At any time on or after December 31, 2014, at the Fund s sole option, the Fund may redeem the Series 2017 Shares at a redemption price per share equal to the sum of the $25 liquidation preference per share plus an amount equal to accumulated but unpaid dividends, if any, on the Series 2017 Shares.

Deferred issuance costs represent underwriting fees and other direct costs incurred that are related to the Fund s preferred stock offering. As of September 30, 2014, the Fund had deferred issuance costs of approximately $644,000. In addition, the Fund pays monthly dividends on the preferred shares at an annual rate of 8.50% of the $25 liquidation preference per share, or $2.125 per year, on the last business day of each month. The deferred issuance costs are being amortized and included, along with the monthly dividend payment, in interest expense on mandatorily redeemable preferred stock in the statement of operations over the term of the Series 2017 Shares. Amortization expense for the six months ended September 30, 2014 was approximately $99,000. The Fund also paid dividends for the six months ended September 30, 2014 on Series 2017 Shares of approximately $672,000.

NOTE 6. SERIES 2023 TERM PREFERRED SHARES

The Fund has authorized five million preferred shares at a par value of $0.01 per share. On June 21, 2013, the Fund completed an underwritten public offering of 800,000 shares of its newly designated 7.50% Series 2023 Shares at a public offering price of $25 per share, less underwriting fees and offering costs. The Fund also granted the underwriters a 30-day option to purchase additional shares of Series 2023 Shares on the same terms and conditions to cover over-allotments. On July 10, 2013, the underwriters purchased an additional 62,000 shares of Series 2023

Shares. The total net proceeds to the Fund from the issuance of the Series 2023 Shares were approximately $20.5 million. On November 18, 2013, the Fund completed an offering of additional shares of its Series 2023 Shares in an underwritten public offering. The Fund sold 1,767,770 shares, including 142,770 shares sold pursuant to a partial exercise of a 30-day option granted to the underwriters at a purchase price of $22.50 per share. The total net proceeds to the Fund from the additional issuance of the Series 2023 Shares were approximately $38.1 million. On September 4, 2014 and September 9, 2014, the Fund completed offerings of 200,000 and 125,000, respectively, additional shares of its Series 2023 Shares in an underwritten private offering at a purchase price of $24.50 per share. The total net proceeds to the Fund from the additional issuances of the Series 2023 Shares were approximately $8.0 million.

The Fund is required to redeem all of the outstanding Series 2023 Shares on June 30, 2023 at a redemption price equal to $25 per share plus an amount equal to accumulated but unpaid dividends, if any, to

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OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 6. SERIES 2023 TERM PREFERRED SHARES (continued)

the date of the redemption. OXLC cannot effect any amendment, alteration, or repeal of the Fund s obligation to redeem all of the Series 2023 Shares on June 30, 2023 without the prior unanimous vote or consent of the holders of Series 2023 Shares. If the Fund fails to maintain an asset coverage ratio of at least 200%, the Fund will redeem a portion of the outstanding Series 2023 Shares in an amount at least equal to the lesser of (1) the minimum number of shares of Series 2023 Shares necessary to cause OXLC to meet our required asset coverage ratio, and (2) the maximum number of Series 2023 Shares that OXLC can redeem out of cash legally available for such redemption. At any time on or after June 30, 2016, at the Fund s sole option, the Fund may redeem the Series 2023 Shares at a redemption price per share equal to the sum of the $25 liquidation preference per share plus an amount equal to accumulated but unpaid dividends, if any, on the Series 2023 Shares.

Deferred issuance costs represent underwriting fees and other direct costs that are related to the Fund s preferred stock offering. As of September 30, 2014, the Fund had deferred issuance costs of approximately $2.6 million. Discount on the preferred shares at the time of issuance totaled approximately $4.6 million. In addition, the Fund pays monthly dividends on the preferred shares at an annual rate of 7.50% of the $25 liquidation preference per share, or $1.875 per year, on the last business day of each month. The deferred issuance costs and discount on the preferred shares are being amortized and included, along with the monthly dividend payment, in interest expense on mandatorily redeemable preferred stock in the statement of operations over the term of the Series 2023 Shares. The accretion of discount for the six months ended September 30, 2014 was approximately $221,000. The amortization expense for the six months ended September 30, 2014 was approximately $149,000 and the Fund paid dividends for the six months ended September 30, 2014 on Series 2023 Shares of approximately $2.5 million.

NOTE 7. SERIES 2024 TERM PREFERRED SHARES

The Fund has authorized five million preferred shares at a par value of $0.01 per share. On June 5, 2014, the Fund completed an underwritten public offering of 1,120,000 shares of its newly designated 8.125% Series 2024 Shares at a public offering price of $25 per share, less underwriting fees and offering costs. The Fund also granted the underwriters a 30-day option to purchase additional shares of Series 2024 Shares on the same terms and conditions to cover over-allotments. On June 18, 2014, the underwriters purchased an additional 157,500 shares of Series 2024 Shares. The total net proceeds to the Fund from the issuance of the Series 2024 Shares were approximately $30.4 million.

The Fund is required to redeem all of the outstanding Series 2024 Shares on June 30, 2024 at a redemption price equal to $25 per share plus an amount equal to accumulated but unpaid dividends, if any, to the date of the redemption. OXLC cannot effect any amendment, alteration, or repeal of the Fund s obligation to redeem all of the Series 2024 Shares on June 30, 2017 without the prior unanimous vote or consent of the holders of Series 2024 Shares. If the Fund fails to maintain an asset coverage ratio of at least 200%, the Fund will redeem a portion of the outstanding Series

2024 Shares in an amount at least equal to the lesser of (1) the minimum number of shares of Series 2024 Shares necessary to cause OXLC to meet our required asset coverage ratio, and (2) the maximum number of Series 2024 Shares that OXLC can redeem out of cash legally available for such redemption. At any time on or after June 30, 2017, at the Fund s sole option, the Fund may redeem the Series 2024 Shares at a redemption price per share equal to the sum of the $25 liquidation preference per share plus an amount equal to accumulated but unpaid dividends, if any, on the Series 2024 Shares.

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NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 7. SERIES 2024 TERM PREFERRED SHARES (continued)

Deferred issuance costs represent underwriting fees and other direct costs incurred that are related to the Fund s preferred stock offering. As of September 30, 2014, the Fund had deferred issuance costs of approximately $1.5 million. In addition, the Fund pays monthly dividends on the preferred shares at an annual rate of 8.125% of the $25 liquidation preference per share, or $2.03125 per year, on the last business day of each month. The deferred issuance costs are being amortized and included, along with the monthly dividend payment, in interest expense on mandatorily redeemable preferred stock in the statement of operations over the term of the Series 2024 Shares. Amortization expense for the six months ended September 30, 2014 was approximately $46,000. The Fund also paid dividends for the six months ended September 30, 2014 on Series 2024 Shares of approximately $0.8 million.

NOTE 8. PURCHASES AND SALES AND REPAYMENTS OF SECURITIES

Purchases of securities totaled approximately $282.7 million, and sales and repayments of securities totaled approximately $159.8 million, excluding short-term investments, for the six months ended September 30, 2014.

NOTE 9. COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Fund enters into a variety of undertakings containing warranties and indemnifications that may expose the Fund to some risk of loss. The risk of future loss arising from such undertakings, while not quantifiable, is expected to be remote.

The Fund is not currently subject to any material legal proceedings. From time to time, the Fund may be a party to certain legal proceedings in the ordinary course of business, including proceedings related to the enforcement of the Fund s rights under contracts with its portfolio companies. While the outcome of these legal proceedings cannot be predicted with certainty, the Fund does not expect that these proceedings will have a material impact upon its financial condition or results of operations.

NOTE 10. INDEMNIFICATION

Under the Fund s organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, in the normal course of business the Fund enters into contracts that contain a variety of representations which provide general indemnifications. The Fund s maximum exposure under these agreements cannot be known, however, the Fund expects any risk of loss to be remote.

OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 11. FINANCIAL HIGHLIGHTS

Financial highlights for the six months ended September 30, 2014, the years ended March 31, 2014, 2013, 2012 and for the period January 25, 2011 (Commencement of Operations) to March 31, 2011 are as follows:

	Six Months Ended September 30, 2014	Year Ended March 31, 2014	Year Ended March 31, 2013	Year Ended March 31, 2012	January 25, 2011 (Commencement of Operations) to March 31, 2011
Per Share Data					
Net asset value at beginning of period[1]	$16.26	$16.20	$17.05	$18.19	$16.80
Net investment income[2]	0.66	1.24	1.17	1.19	0.07
Net realized and unrealized capital (losses) gains[3]	(0.17)	1.56	3.54	0.83	(0.03)
Total from investment operations	0.49	2.80	4.71	2.02	0.04
Distributions per share from net investment income	(1.20)	(1.97)	(2.13)	(2.05)	(0.25)
Distributions per share from realized gain on investments		(0.38)	(0.07)		
Distributions per share based on weighted average share impact	(0.01)	(0.51)	(0.28)	(0.10)	
Total distributions[4]	(1.21)	(2.86)	(2.48)	(2.15)	(0.25)
Effect of shares issued, net of underwriting expense[5]	0.01	0.16	(2.52)	(0.77)	1.79
Effect of offering costs[5]	(0.01)	(0.04)	(0.56)	(0.24)	(0.19)
Effect of shares issued, net[5]	0.00	0.12	(3.08)	(1.01)	1.60
Net asset value at end of period	$15.54	$16.26	$16.20	$17.05	$18.19
Per share market value at beginning of period	$16.70	$15.98	$14.60	$18.75	$20.00
Per share market value at end of period	$15.33	$16.70	$15.98	$14.60	$18.75
Total return[6][7]	(1.23)%	20.23%	26.21%	(10.75)%	(5.0)%
Shares outstanding at end of period	15,703,275	15,240,729	7,602,719	2,456,511	1,861,250
Ratios/Supplemental Data					
Net assets at end of period (000 s)	$243,950	$247,829	$123,140	$41,879	$33,863
Average net assets (000 s)	$244,617	$154,112	$100,481	$36,644	$34,389

Ratio of net investment income to average daily net assets	8.27	%[8]	6.55	%	5.90	%	7.18	%	3.51	%[9]
Ratio of expenses to average daily net assets	9.29	%[8]	8.38	%	5.65	%	6.50	%	4.79	%[9]
Portfolio turnover rate	65.35	%	28.81	%	12.29	%	0.22	%	0.05	%

(1) For period January 25, 2011 through March 31, 2011, represents the net asset value per share prior to commencement of operations.

(2) Represents per share net investment income for the period, based upon average shares outstanding.

(3) Net realized and unrealized capital gains and losses include rounding adjustments to reconcile change in net asset value per share.

(4) Management monitors available taxable earnings, including net investment income and realized capital gains, to determine if a tax return of capital may occur for the year. To the extent the Fund s taxable earnings fall below the total amount of the Fund s distributions for that fiscal year, a portion of those

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NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 11. FINANCIAL HIGHLIGHTS (continued)

distributions may be deemed a tax return of capital to the Fund s stockholders. The final determination of the nature of our distributions can only be made upon the filing of our tax return.

(5) Based upon actual shares outstanding upon share issuance.

(6) Total return based on market value is calculated assuming that shares of the Fund s common stock were purchased at the market price as of the beginning of the period, and that dividends, capital gains and other distributions were reinvested as provided for in the Fund s dividend reinvestment plan, excluding any discounts, and that the total number of shares were sold at the closing market price per share on the last day of the period. The computation does not reflect any sales commission investors may incur in purchasing or selling shares of the Fund. Total return is not annualized.

(7) Total return for the period January 25, 2011 through March 31, 2011 was not annualized.

(8) Annualized.

(9) Annualized, after adjusting for certain periodic expenses recorded during the period January 25, 2011 through March 31, 2011.

NOTE 12. RISK DISCLOSURES

The U.S. capital markets have experienced periods of extreme volatility and disruption over the past five years. Disruptions in the capital markets tend to increase the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets. The Fund believes these conditions may reoccur in the future. A prolonged period of market illiquidity may have an adverse effect on the Fund s business, financial condition and results of operations. Adverse economic conditions could also limit the Fund s access to the capital markets or result in a decision by lenders not to extend credit to the Fund. These events could limit the Fund s investment purchases, limit the Fund s ability to grow and negatively impact the Fund s operating results.

OXLC Management s investment team also presently manages the portfolios of TICC Capital Corp., a publicly-traded business development company that invests principally in the debt of U.S.-based companies, TICC CLO LLC, a subsidiary of TICC Capital Corp. 2011-1 Holdings, LLC, a direct subsidiary of TICC Capital Corp., the assets of which are included in the gross assets of TICC Capital Corp., TICC CLO 2012-1 LLC, a direct subsidiary of TICC Capital Corp., the assets of which are included in the gross assets of TICC Capital Corp., and T2 Income Fund CLO I Ltd., a CLO structured finance vehicle that invests in a diversified portfolio of Senior Loans. In certain instances, the Fund may co-invest on a concurrent basis with affiliates of its investment adviser, subject to compliance with applicable regulations and regulatory guidance and our written allocation procedures. Such co-investment may require exemptive relief from the SEC. If relief is sought, there can be no assurance when, or if, such relief may be obtained. No co-investments that would require exemptive relief have been made. The affiliated entities of the Fund are subject to a written policy with respect to the allocation of investment opportunities.

Given the structure of the Fund s Investment Advisory Agreement with OXLC Management, any general increase in interest rates will likely have the effect of making it easier for OXLC Management to meet the quarterly hurdle rate for payment of income incentive fees under the Investment Advisory Agreement without any additional increase in relative performance on the part of the Fund s investment adviser. In addition, in view of the catch-up provision applicable to income incentive fees under the Investment Advisory Agreement, the investment adviser could potentially receive a significant portion of the increase in the Fund s investment income attributable to such a general increase in interest rates. If that were to occur, the Fund s increase in net earnings, if any, would likely be significantly smaller than the relative increase in the investment adviser s income incentive fee resulting from such a general increase in interest rates.

The Fund s portfolio consists of equity and junior debt investments in CLO vehicles, which involve a number of significant risks. CLO vehicles are typically very highly levered (10 14 times), and therefore the junior debt and equity tranches that the Fund invests in are subject to a higher degree of risk of total loss. In

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NOTE 12. RISK DISCLOSURES (continued)

particular, investors in CLO vehicles indirectly bear risks of the underlying debt investments held by such CLO vehicles. The Fund generally has the right to receive payments only from the CLO vehicles, and generally does not have direct rights against the underlying borrowers or the entity that sponsored the CLO vehicle. While the CLO vehicles the Fund targets generally enable the investor to acquire interests in a pool of Senior Loans without the expenses associated with directly holding the same investments, the Fund generally pays a proportionate share of the CLO vehicles administrative and other expenses. Although it is difficult to predict whether the prices of indices and securities underlying CLO vehicles will rise or fall, these prices (and, therefore, the prices of the CLO vehicles) will be influenced by the same types of political and economic events that affect issuers of securities and capital markets generally. The failure by a CLO vehicle in which we invest to satisfy financial covenants, including with respect to adequate collateralization and/or interest coverage tests, could lead to a reduction in its payments to us. In the event that a CLO vehicle fails certain tests, holders of debt senior to us may be entitled to additional payments that would, in turn, reduce the payments we would otherwise be entitled to receive. Separately, we may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting CLO vehicle or any other investment we may make. If any of these occur, it could materially and adversely affect our operating results and cash flows.

The interests the Fund has acquired in CLO vehicles are generally thinly traded or have only a limited trading market. CLO vehicles are typically privately offered and sold, even in the secondary market. As a result, investments in CLO vehicles may be characterized as illiquid securities. In addition to the general risks associated with investing in debt securities, CLO vehicles carry additional risks, including, but not limited to: (i) the possibility that distributions from collateral securities will not be adequate to make interest or other payments; (ii) the quality of the collateral may decline in value or default; (iii) the fact that the Fund s investments in CLO tranches will likely be subordinate to other senior classes of note tranches thereof; and (iv) the complex structure of the security may not be fully understood at the time of investment and may produce disputes with the CLO vehicle or unexpected investment results. The Fund s net asset value may also decline over time if the Fund s principal recovery with respect to CLO equity investments is less than the price that the Fund paid for those investments. Further, to the extent income from the Fund s CLO equity investments (which the Fund expects to decline as those vehicles deleverage after the end of their respective reinvestment periods) declines or if the Fund transitions its portfolio into lower yielding investments, the Fund s ability to pay future dividends may be harmed.

An increase in LIBOR would materially increase the CLO vehicles financing costs. Since most of the collateral positions within the CLO investments have LIBOR floors, there may not be corresponding increases in investment income (if LIBOR increases but stays below the LIBOR floor rate of such investments) resulting in materially smaller distribution payments to the equity investors.

To illustrate the potential impact of a change in the underlying interest rate on our total estimated taxable income as it pertains to our CLO investments, we have assumed a 1% increase in the underlying three-month LIBOR, and no other change in our CLO portfolio, or to any of the credit, spread, default rate or other factors, as of September 30, 2014. Under this analysis, we currently estimate the effect on total estimated taxable income to equal a decrease of approximately $22.3 million on an annualized basis, reflecting the portfolio assets held within these CLO vehicles which have implied floors that would be unaffected by a 1% change in the underlying interest rate, compared to the debt carried by those CLO vehicles which are at variable rates and which would be affected by a change in three-month LIBOR. Although management believes that this analysis is broadly indicative of our existing LIBOR sensitivity, it does not adjust for changes in any of the other assumptions that could effect the return on CLO equity investments, both positively and negatively (and which could accompany changes to the three-month LIBOR rate), such as default rates, recovery rates, prepayment rates, reinvestment rates, and other factors that could affect the net

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NOTE 12. RISK DISCLOSURES (continued)

increase (or decrease) in net assets resulting from operations. Accordingly, it is highly probable that actual results would differ materially from the results under this hypothetical analysis.

OXLC Management anticipates that the CLO vehicles in which the Fund invests may constitute passive foreign investment companies (PFICs). If the Fund acquires shares in a PFIC (including equity tranche investments in CLO vehicles that are PFICs), the Fund may be subject to federal income tax on a portion of any excess distribution or gain from the disposition of such shares even if such income is distributed as a taxable dividend by the Fund to its stockholders. Certain elections may be available to mitigate or eliminate such tax on excess distributions, but such elections (if available) will generally require the Fund to recognize its share of the PFICs income for each year regardless of whether the Fund receives any distributions from such PFICs. The Fund must nonetheless distribute such income to maintain its status as a RIC.

If the Fund holds more than 10% of the shares in a foreign corporation that is treated as a controlled foreign corporation (CFC) (including equity tranche investments in a CLO vehicle treated as a CFC), the Fund may be treated as receiving a deemed distribution (taxable as ordinary income) each year from such foreign corporation in an amount equal to the Fund s pro rata share of the corporation s income for the tax year (including both ordinary earnings and capital gains). If the Fund is required to include such deemed distributions from a CFC in the Fund s income, it will be required to distribute such income to maintain its RIC status regardless of whether or not the CFC makes an actual distribution during such year.

Legislation enacted in 2010 imposes a withholding tax of 30% on payments of U.S. source interest and dividends paid after December 31, 2013, or gross proceeds from the disposition of an instrument that produces U.S. source interest or dividends paid after December 31, 2016, to certain non-U.S. entities, including certain non-U.S. financial institutions and investment funds, unless such non-U.S. entity complies with certain reporting requirements regarding its United States account holders and its United States owners. Most CLO vehicles in which we invest will be treated as non-U.S. financial entities for this purpose, and therefore will be required to comply with these reporting requirements to avoid the 30% withholding. If a CLO vehicle in which we invest fails to properly comply with these reporting requirements, it could reduce the amounts available to distribute to equity and junior debt holders in such CLO vehicle, which could materially and adversely affect our operating results and cash flows.

If the Fund is required to include amounts in income prior to receiving distributions representing such income, the Fund may have to sell some of its investments at times and/or at prices management would not consider advantageous, raise additional debt or equity capital or forgo new investment opportunities for this purpose. If the Fund is not able to obtain cash from other sources, it may fail to qualify for RIC tax treatment and thus become subject to corporate-level income tax. For additional discussion regarding the tax implications of a RIC, see Note 2. Summary of Significant Accounting Policies Federal Income Taxes.

The Fund s Series 2017 Shares, Series 2023 Shares and Series 2024 Shares pay dividends at a fixed dividend rate. Prices of fixed income investments vary inversely with changes in market yields. The market yields on securities comparable to the Series 2017 Shares, Series 2023 Shares and Series 2024 Shares may increase, which would likely result in a decline in the secondary market price of such shares prior to the term redemption date. The Fund may be unable to pay dividends on the Series 2017 Shares, Series 2023 Shares and Series 2024 Shares under some circumstances. The terms of any future indebtedness OXLC may incur could preclude the payment of dividends in respect of equity securities, including such shares, under certain conditions.

Given the five-year, ten-year and ten-year original terms, and potential for early redemption, of the Series 2017 Shares, Series 2023 Shares and Series 2024 Shares, respectively, see Note 5. Series 2017 Term Preferred Shares, Note 6. Series 2023 Term Preferred Shares and Note 7. Series 2024 Term Preferred Shares, holders of such shares may face an increased reinvestment risk, which is the risk that the return on an

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NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2014

NOTE 12. RISK DISCLOSURES (continued)

investment purchased with proceeds from the sale or redemption of such shares may be lower than the return previously obtained from the investment in such shares.

The Fund does not intend to have such shares rated by any rating agency. Unrated securities usually trade at a discount to similar, rated securities. As a result, there is a risk that any such shares may trade at a price that is lower than they might otherwise trade if rated by a rating agency.

NOTE 13. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2013, the FASB issued ASU 2013-08, *Financial Services Investment Companies (Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements*, which amends the criteria that define an investment company and clarifies the measurement guidance and requires new disclosures for investment companies. The Fund has adopted this standard for its fiscal year end March 31, 2015 and determined that it is an investment company and follows the accounting and reporting guidance under the Topic 946. The adoption of the standard did not have a material impact on the Fund s results of operations and financial condition.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606).* The update supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. Under the new guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. The adoption of the amended guidance in the standard is not expected to have a significant effect on the Fund s results of operations and financial condition.

In August 2014, the FASB issued Accounting Standards Update No. 2014-15, *Presentation of Financial Statements Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern.* The update is intended to define management s responsibility to evaluate whether there is a substantial doubt about an organization s ability to continue as a going concern and to provide related footnote disclosure. Amendments in this update become effective in the annual period ending after December 15, 2016, with early application permitted. The Fund will evaluate the application of this pronouncement and will adopt the standard for the quarter ending March 31, 2017.

NOTE 14. ISSUANCES OF EQUITY SECURITIES

The Fund sold a total of 327,886 shares of common stock pursuant to an at-the-market share issuance plan during the six months ended September 30, 2014. The total amount of capital raised under these issuances was approximately

$5.5 million and net proceeds were approximately $5.2 million after deducting sales agent s commissions and offering expenses.

The Fund issued a total of 134,661 shares of common stock under the dividend reinvestment plan. The value of the shares issued under the dividend reinvestment plan for the six months ended September 30, 2014 was approximately $2.1 million.

NOTE 15. SUBSEQUENT EVENTS

On November 5, 2014, the Board of Directors declared a distribution of $0.60 per share of common stock for the fiscal third quarter, payable on December 31, 2014 to shareholders of record as of December 17, 2014.

The Fund has evaluated events and transactions that occurred after September 30, 2014 and through the date that the financial statements were issued.

DIVIDEND REINVESTMENT PLAN

We have adopted a dividend reinvestment plan that provides for reinvestment of our dividends and other distributions on behalf of our stockholders, unless a stockholder elects to receive cash as provided below. As a result, if our Board of Directors authorizes, and we declare, a cash distribution, our stockholders who have not opted out of our dividend reinvestment plan will have their cash distributions automatically reinvested in additional shares of our common stock, rather than receiving the cash distributions.

No action will be required on the part of a registered stockholder to have his cash distribution reinvested in shares of our common stock. A registered stockholder may elect to receive an entire distribution in cash by notifying Computershare Trust Company, N.A., the plan administrator and our transfer agent and registrar, in writing so that such notice is received by the plan administrator no later than the record date for distributions to stockholders. The plan administrator will set up an account for shares acquired through the plan for each stockholder who has not elected to receive distributions in cash and hold such shares in non-certificated form. Upon request by a stockholder participating in the plan, received in writing not less than 10 days prior to the record date, the plan administrator will, instead of crediting shares to the participant s account, issue a certificate registered in the participant s name for the number of whole shares of our common stock and a check for any fractional share.

Those stockholders whose shares are held by a broker or other financial intermediary may receive distributions in cash by notifying their broker or other financial intermediary of their election.

We intend to use primarily newly issued shares to implement the plan, whether our shares are trading at a premium or at a discount to net asset value. However, we reserve the right to purchase shares in the open market in connection with our implementation of the plan. If we declare a distribution to stockholders, the plan administrator may be instructed not to credit accounts with newly-issued shares and instead to buy shares in the market if (i) the price at which newly-issued shares are to be credited does not exceed 110% of the last determined net asset value of the shares; or (ii) we have advised the plan administrator that since such net asset value was last determined, we have become aware of events that indicate the possibility of a material change in per share net asset value as a result of which the net asset value of the shares on the payment date might be higher than the price at which the plan administrator would credit newly-issued shares to stockholders. The number of shares to be issued to a stockholder is determined by dividing the total dollar amount of the distribution payable to such stockholder by an amount equal to ninety-five (95%) percent of the market price per share of our common stock at the close of regular trading on the valuation date for such distribution. Market price per share on that date will be the closing price for such shares on the national securities exchange on which our shares are then listed or, if no sale is reported for such day, at the average of their reported bid and asked prices. The number of shares of our common stock to be outstanding after giving effect to payment of the distribution cannot be established until the value per share at which additional shares will be issued has been determined and elections of our stockholders have been tabulated.

There will be no brokerage charges or other charges to stockholders who participate in the plan. The plan administrator s fees under the plan will be paid by us. If a participant elects by written notice to the plan administrator to have the plan administrator sell part or all of the shares held by the plan administrator in the participant s account and remit the proceeds to the participant, the plan administrator is authorized to deduct a transaction fee of $2.50 plus a per share brokerage commissions from the proceeds.

Stockholders who receive distributions in the form of stock are subject to the same federal, state and local tax consequences as are stockholders who elect to receive their distributions in cash. A stockholder s basis for determining gain or loss upon the sale of stock received in a distribution from us will be equal to the total dollar amount of the distribution payable to the stockholder. Any stock received in a distribution will have a new holding period for tax purposes commencing on the day following the day on which the shares are credited to the stockholder s account.

The plan may be terminated by us upon notice in writing mailed to each participant at least 30 days prior to any record date for the payment of any distribution by us. All correspondence concerning the plan should be directed to the plan administrator by mail at 250 Royall Street, Canton, MA 02021 or by phone at (781) 575-2973.

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MANAGEMENT

Our Board of Directors oversees our management. The Board of Directors currently consists of five members, three of whom are not interested persons of Oxford Lane Capital Corp. as defined in Section 2(a)(19) of the 1940 Act. We refer to these individuals as our independent directors. Our Board of Directors elects our officers, who serve at the discretion of the Board of Directors. The responsibilities of each director will include, among other things, the oversight of our investment activity, the quarterly valuation of our assets, and oversight of our financing arrangements. The Board of Directors has also established an Audit Committee and a Valuation Committee, and may establish additional committees in the future.

Our directors and officers and their principal occupations during the past five years are set forth below. Our prospectus includes additional information about our directors and is available, without charge, upon request by calling (203) 983-5275.

Board of Directors and Executive Officers

Directors

Information regarding the Board of Directors is as follows:

Name	Age	Position	Director Since	Expiration of Term
Interested Directors				
Jonathan H. Cohen	49	Chief Executive Officer and Director	2010	2016
Saul B. Rosenthal	46	President and Director	2010	2015
Independent Directors				
Mark J. Ashenfelter	55	Chairman of the Board of Directors	2010	2016
John Reardon	48	Director	2010	2017
David S. Shin	46	Director	2010	2015

The address for each of our directors is c/o Oxford Lane Capital Corp., 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830.

Executive Officers Who Are Not Directors

Name	Age	Position
Patrick F. Conroy	57	Chief Financial Officer, Chief Compliance Officer and Corporate Secretary

Biographical Information

Directors

Our directors have been divided into two groups interested directors and independent directors. An interested director is an interested person as defined in Section 2(a)(19) of the 1940 Act.

Interested Directors

Messrs. Cohen and Rosenthal are interested persons of Oxford Lane Capital as defined in the 1940 Act. Messrs. Cohen and Rosenthal are interested persons of Oxford Lane Capital due to their positions as Chief Executive Officer and President, respectively, of Oxford Lane Capital and Oxford Lane Management, Oxford Lane Capital s investment adviser, and as the managing member and non-managing member, respectively, of BDC Partners, the administrator for Oxford Lane Capital.

Jonathan H. Cohen has served as Chief Executive Officer of both Oxford Lane Capital Corp. and Oxford Lane Management since 2010. Mr. Cohen has also served since 2003 as Chief Executive Officer of both TICC Capital Corp. (NasdaqGS: TICC), a publicly traded business development company, and TICC Management, LLC, TICC Capital Corp. s investment adviser, and as the managing member of BDC Partners. Mr. Cohen is also a member of the Board of Directors of TICC Capital Corp. In addition, Mr. Cohen has served since 2005 as the Chief Executive Officer of T2 Advisers, LLC, which serves as the collateral manager for T2 Income Fund CLO I Ltd. Previously, Mr. Cohen managed technology equity research groups at Wit Capital, Merrill Lynch, UBS and Smith Barney. Mr. Cohen serves on the board of Algorithmic

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Implementations, Inc. (d/b/a Ai Squared) and is member of the Board of Trustees of Connecticut College. Mr. Cohen received a B.A. in Economics from Connecticut College and an M.B.A. from Columbia University. Mr. Cohen s depth of experience in managerial positions in investment management, securities research and financial services, as well as his intimate knowledge of our business and operations, gives our Board of Directors valuable industry-specific knowledge and expertise on these and other matters.

Saul B. Rosenthal has served as President of both Oxford Lane Capital Corp. and Oxford Lane Management since 2010. Mr. Rosenthal has also served as President since 2004 of TICC Capital Corp. (NasdaqGS: TICC), a publicly traded business development company. In addition, Mr. Rosenthal has also served since 2005 as the President of T2 Advisers, LLC, which serves as collateral manager of T2 Income Fund CLO I Ltd. Mr. Rosenthal was previously an attorney at the law firm of Shearman & Sterling LLP. Mr. Rosenthal serves on the boards of Algorithmic Implementations, Inc. (d/b/a Ai Squared), the National Museum of Mathematics and the New York City chapter of the Young Presidents Organization (YPO). Mr. Rosenthal received a B.S., magna cum laude, from the Wharton School of the University of Pennsylvania, a J.D. from Columbia University Law School, where he was a Harlan Fiske Stone Scholar, and a LL.M. (Taxation) from New York University School of Law. Mr. Rosenthal s depth of experience in managerial positions in investment management, as well as his intimate knowledge of our business and operations, gives the Board of Directors the valuable perspective of a knowledgeable corporate leader.

Independent Directors

The following directors are not interested persons of Oxford Lane Capital, as defined in the 1940 Act.

Mark J. Ashenfelter presently serves as a Senior Vice President and the General Counsel of Haebler Capital, a private investment company located in Greenwich, CT. Prior to joining Haebler Capital in 1994, Mr. Ashenfelter was an associate at Cravath, Swaine & Moore from 1985 to 1992 and Cadwalader, Wickersham & Taft from 1992 to 1994. Mr. Ashenfelter received a B.A., cum laude, from Harvard University, a J.D., magna cum laude, from New York Law School, where he was Managing Editor of the Law Review, and a LL.M. (Taxation) from New York University School of Law. Mr. Ashenfelter s extensive corporate legal experience, particularly in connection with investment companies, provides our Board of Directors with valuable insight and perspective.

John Reardon is the principal of Reardon Consulting, LLP, which specializes in providing management consulting services to technology companies in the telecom, software, and cyber security industries. Mr. Reardon also serves as the Managing Director of Choctaw Telecom LLC. Previously, Mr. Reardon managed telecommunications companies in the mobile voice, data and engineering services markets as Chief Executive Officer and a member of the Board of Directors of Mobex Communications, Inc. from 2001 to 2005. From 1997 2001, he served as General Counsel and Secretary of the Board of Directors of Mobex Communications, Inc. Mr. Reardon began his career in telecom law at the boutique Washington, DC firm of Keller and Heckman, LLP. Mr. Reardon received a Bachelor of Arts degree in Political Science, summa cum laude, from Boston University, and earned his J.D. from Columbia Law School. He is admitted to the New York State Bar and the Washington, DC Bar, and is the past president of the Columbia Law School Alumni Association of Washington, DC. Mr. Reardon s extensive experience as a senior corporate executive provides our Board of Directors the perspective of a knowledgeable corporate leader.

David S. Shin presently serves as an asset management professional at Perella Weinberg Partners, a financial services firm. From 2010 to 2011, Mr. Shin served as a Managing Director at Bentley Associates, an investment banking firm. Prior to joining Bentley Associates, Mr. Shin worked in the Global Real Estate Investment Banking Group at Deutsche Bank Securities from 2005 to 2008, and in the Real Estate & Lodging Group of Citigroup Global Markets from 2004 to 2005. Prior to that, Mr. Shin worked for William Street Advisors, LLC, a boutique financial advisory firm affiliated with Saratoga Management Company, from 2002 to 2004. After receiving his J.D. in 1995, Mr. Shin was a member of the Healthcare Group of Dean Witter Reynolds from 1995 to 1996, and was subsequently a member of the Mergers & Acquisitions Group of Merrill Lynch & Co. from 1996 to 2002. Mr. Shin started his career as a CPA in the Corporate Tax Department of KPMG Peat Marwick s Financial Institutions Group, where he served from 1990 to 1992, before attending law school. Mr. Shin received a B.S., magna cum laude, from The Wharton School at the University of Pennsylvania and a J.D. from Columbia Law School. Mr. Shin s extensive experience in

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investment banking provides the Board of Directors with valuable insights of an experienced and diligent financial professional, as well as a diverse perspective.

Executive Officers Who Are Not Directors

Patrick F. Conroy has served as our Chief Financial Officer, Chief Compliance Officer and Corporate Secretary since 2010. Mr. Conroy has also served as the Chief Financial Officer since 2003, and the Chief Compliance Officer and Corporate Secretary since 2004, of TICC Capital Corp., a publicly traded business development company. Mr. Conroy also currently serves as the Chief Financial Officer, Chief Compliance Officer and Treasurer of Oxford Lane Management, TICC Management, LLC and BDC Partners. Mr. Conroy has also served since 2005 as the Chief Financial Officer of T2 Advisers, LLC. Prior to joining TICC Capital Corp. in December 2003, Mr. Conroy was a consultant on financial reporting and compliance matters, as well as an adjunct professor of accounting and finance at St. Thomas Aquinas College. He is a certified public accountant. Mr. Conroy received a B.S. in Accounting, summa cum laude, from St. John s University and did graduate work at Bernard M. Baruch College of the City University of New York.

Compensation of Directors

The following table sets forth compensation of our directors for the six months ended September 30, 2014.

Name	Fees Earned[(1)]	All Other Compensation[(2)]	Total
Interested Directors			
Jonathan H. Cohen			
Saul B. Rosenthal			
Independent Directors			
Mark J. Ashenfelter	$ 26,500		$ 26,500
John Reardon	$ 26,500		$ 26,500
David S. Shin	$ 29,000		$ 29,000

(1) For a discussion of the independent directors compensation, see below.

(2) We do not maintain a stock or option plan, non-equity incentive plan or pension plan for our directors.

The independent directors receive an annual fee of $35,000. In addition, the independent directors receive $2,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Board of Directors meeting, $1,500 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Valuation Committee meeting and $1,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Audit Committee meeting. The Chairman of the Audit Committee also receives an additional annual fee of $5,000. No compensation is paid to directors who are interested persons of Oxford Lane Capital as defined in the 1940 Act.

Compensation of Chief Executive Officer and Other Executive Officers

We do not have a compensation committee because our executive officers will not receive any direct compensation from Oxford Lane Capital. Mr. Cohen, our Chief Executive Officer, and Mr. Rosenthal, our President, through their ownership interest in BDC Partners, the managing member of Oxford Lane Management, are entitled to a portion of any profits earned by Oxford Lane Management, which includes any fees payable to Oxford Lane Management under the terms of the Investment Advisory Agreement, less expenses incurred by Oxford Lane Management in performing its services under the Investment Advisory Agreement. Messrs. Cohen and Rosenthal do not receive any additional compensation from Oxford Lane Management in connection with the management of our portfolio.

The compensation of Mr. Conroy, our Chief Financial Officer, Chief Compliance Officer and Corporate Secretary, is paid by our administrator, BDC Partners, subject to reimbursement by us of an allocable portion of such compensation for services rendered by Mr. Conroy to Oxford Lane Capital.

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BOARD APPROVAL OF THE INVESTMENT ADVISORY AGREEMENT

At an in-person meeting of our Board of Directors held on August 1, 2014, our Board of Directors unanimously voted to continue the investment advisory agreement (the Advisory Agreement) by and between the Fund and Oxford Lane Management, LLC (Oxford Lane Management). In reaching a decision to continue the investment advisory agreement, the Board of Directors reviewed a significant amount of information and considered, among other things:

the nature, quality and extent of the advisory and other services to be provided to the Fund by Oxford Lane Management;
the investment performance of the Fund and Oxford Lane Management;
comparative data with respect to advisory fees or similar expenses paid by other registered management investment companies with similar investment objectives;
the Fund s projected operating expenses and expense ratio compared to registered management investment companies with similar investment objectives;
any existing and potential sources of indirect income to Oxford Lane Management or BDC Partners, LLC from their relationships with the Fund and the profitability of those relationships;
information about the services to be performed and the personnel performing such services under the Advisory Agreement;
the organizational capability and financial condition of Oxford Lane Management and its affiliates;
Oxford Lane Management s practices regarding the selection and compensation of brokers that may execute portfolio transactions for the Fund and the brokers provision of brokerage and research services to Oxford Lane Management; and
the possibility of obtaining similar services from other third party service providers or through an internally managed structure.

Based on the information reviewed and the discussions detailed above, the Board of Directors, including all of the directors who are not interested persons as defined in the 1940 Act, concluded that fees payable to Oxford Lane Management pursuant to the Advisory Agreement were reasonable in relation to the services to be provided. The Board of Directors did not assign relative weights to the above factors or the other factors considered by it. In addition, the Board of Directors did not reach any specific conclusion on each factor considered, but conducted an overall analysis of these factors. Individual members of the Board of Directors may have given different weights to different factors.

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ADDITIONAL INFORMATION

Portfolio Information

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission (the Commission) for the first and third quarters of each fiscal year on Form N-Q, within sixty days after the end of the relevant period. Form N-Q filings of the Fund are available on the Commission s website at *http://www.sec.gov*, and may be reviewed and copied at the Commission s Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. This information is also available free of charge by contacting the Fund by mail at 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830, by telephone at (203) 983-5275 or on its website at *http://www.oxfordlanecapital.com.*

Proxy Information

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities, as well as information relating to how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended March 31, is available (i) without charge, upon request, by calling (203) 983-5275; (ii) on the Fund s website at *http://www.oxfordlanecapital.com* and (iii) on the Commission s website at *http://www.sec.gov.*

Tax Information

For tax purposes, distributions to shareholders during the six months ended September 30, 2014, were approximately $18.5 million.

Privacy Policy

We are committed to protecting your privacy. This privacy notice, which is required by federal law, explains privacy policies of Oxford Lane Capital Corp. and its affiliated companies. This notice supersedes any other privacy notice you may have received from Oxford Lane Capital Corp., and its terms apply both to our current stockholders and to former stockholders as well.

We will safeguard, according to strict standards of security and confidentiality, all information we receive about you. With regard to this information, we maintain procedural safeguards that comply with federal standards.

Our goal is to limit the collection and use of information about you. When you purchase shares of our common stock, our transfer agent collects personal information about you, such as your name, address, social security number or tax identification number.

This information is used only so that we can send you annual reports, proxy statements and other information required by law, and to send you information we believe may be of interest to you.

We do not share such information with any non-affiliated third party except as described below:

It is our policy that only authorized employees of our investment adviser, Oxford Lane Management, LLC, who need to know your personal information will have access to it.

We may disclose stockholder-related information to companies that provide services on our behalf, such as record keeping, processing your trades, and mailing you information. These companies are required to protect your information and use it solely for the purpose for which they received it.

If required by law, we may disclose stockholder-related information in accordance with a court order or at the request of government regulators. Only that information required by law, subpoena, or court order will be disclosed.

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Oxford Lane Capital Corp.

BOARD OF DIRECTORS

Independent Directors
Mark J. Ashenfelter, Chairman of the Board of Directors
John Reardon
David S. Shin

Interested Directors[1]
Jonathan H. Cohen
Saul B. Rosenthal

OFFICERS
Jonathan H. Cohen, Chief Executive Officer
Saul B. Rosenthal, President
Patrick F. Conroy, Chief Financial Officer, Chief Compliance Officer and Secretary
Bruce L. Rubin, Treasurer and Controller

INVESTMENT ADVISOR
Oxford Lane Management, LLC
8 Sound Shore Drive, Suite 255
Greenwich, CT 06830

(1) As defined under the Investment Company Act of 1940, as amended.

Oxford Lane Capital Corp.

8 Sound Shore Drive, Suite 255 | Greenwich, CT 06830 | *oxfordlanecapital.com* | (202) 983-5275