PROSPECT CAPITAL CORP

Form 4

February 22, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Form 4 or Form 5 obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

Barry John F

FLOOR

Security

(Instr. 3)

Symbol PROSPECT CAPITAL CORP

2. Issuer Name and Ticker or Trading

[PSEC]

(Last)

(Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

02/18/2016

(Month/Day/Year)

X_ Officer (give title below)

_X__ Director

Other (specify below)

10% Owner

10 EAST 40TH STREET, 42ND

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

CHIEF EXECUTIVE OFFICER

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

NEW YORK, NY 10016

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Ownership Beneficially Owned Form: Direct (D) Following Reported Transaction(s) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(Instr. 8)

Code V

(A) or Price (D)

(Instr. 3 and 4) (I) (Instr. 4)

COMMON STOCK

02/18/2016

P

1.114.000 Α

Amount

18,678,825.806

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title a Amount of Underlying Securities (Instr. 3 a	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Barry John F 10 EAST 40TH STREET, 42ND FLOOR NEW YORK NY 10016	X		CHIEF EXECUTIVE OFFICER					

Signatures

/s/ JOHN F.
BARRY

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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