

Oxford Lane Capital Corp.  
Form N-PX  
August 18, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-PX**

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

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

**Oxford Lane Capital Corp.**

(Exact name of registrant as specified in charter)

**8 Sound Shore Drive, Suite 255**

**Greenwich, CT 06830**

(Address of principal executive offices)

**Jonathan H. Cohen**

**Chief Executive Officer**

**Oxford Lane Capital Corp.**

**8 Sound Shore Drive, Suite 255**

**Greenwich, CT 06830**

(Name and address of agent for service)

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

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

Date of reporting period: **July 1, 2016 – June 30, 2017**

**Item 1. Proxy Voting Record.**

**Issuer Name:** THL Credit Wind River 2014-3 CLO

**Meeting Date:** June 6, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 88432JAA9

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
1	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Telos CLO 2013-3

**Meeting Date:** June 1, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 87974GAA1

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
2	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager For		Consented Manager

**Issuer Name:** Jamestown CLO III

**Meeting Date:** May 12, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** G8229AC0

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
3	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via	Manager For		Consented Manager

Optional Redemption.

**Issuer Name:** Ares XXV CLO

**Meeting Date:** April 20, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 00191EAC2

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
4	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Jamestown CLO III

**Meeting Date:** April 4, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** G8229AC0

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
5	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** THL Credit Wind River 2014-3 CLO

**Meeting Date:** March 28, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 88432JAA9

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
6	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Battalion CLO VII

**Meeting Date:** March 21, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 07131YAC6

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
7	OXLC elected in favor of withdrawing the Notice of Refinancing solely with respect to the Class C Notes.	Manager	For	Consented Manager

**Issuer Name:** Shackleton II CLO

**Meeting Date:** March 16, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 81881RAA2

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
8	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Battalion CLO VII

**Meeting Date:** March 2, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 07131YAC6

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
9	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Battalion CLO VII

**Meeting Date:** March 2, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 07131YAC6

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
10	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Optional Redemption.	Manager	For	Consented Manager

**Issuer Name:** Ares XXIX CLO

**Meeting Date:** February 13, 2017

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 04014XAE3

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
11	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager For Optional Redemption.			ConsentedManager

**Issuer Name:** Hull Street CLO  
**Meeting Date:** February 9, 2017

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** 444837AE8

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
12	This supplemental indenture request amended the indenture to affect a Key Person succession on behalf of the Collateral Manager.	Manager	For	Consented Manager

**Issuer Name:** Carlyle Global Market Strategies CLO 2014-4  
**Meeting Date:** January 18, 2017

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** 14310YAE1

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
13	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Ares XXIX CLO  
**Meeting Date:** January 13, 2017

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** 04014XAE3

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
14	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager



**Issuer Name:** Shackleton 2015-VII CLO

**Meeting Date:** December 20, 2016

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 81882CAC0

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
15	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	Manager	For	Consented Manager

**Issuer Name:** Neuberger Berman CLO XII

**Meeting Date:** December 5, 2016

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 64129DAB9

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
16	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Jamestown CLO III

**Meeting Date:** November 8, 2016

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** G8229AC0

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
17	This supplemental indenture request amended the indenture to affect a Key Person succession on behalf of the Collateral Manager.	Manager	For	Consented Manager

**Issuer Name:** Jamestown CLO IV

**Meeting Date:** November 8, 2016

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 47047UAE9

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
18	This supplemental indenture request amended the indenture to affect a Key Person succession on behalf of the Collateral Manager.	Manager	For	Consented Manager

**Issuer Name:** Octagon Investment Partners XXI

**Meeting Date:** October 27, 2016

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 67590UAE8

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
19	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Shackleton II CLO

**Meeting Date:** October 20, 2016

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 81881RAA2

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
20	This supplemental indenture request amended the indenture for several definitions to reflect the terms of the refinancing and increase the likelihood that the CLO will not constitute a “covered fund” under Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and make the CLO “Volcker compliant”.	Manager	For	Consented Manager

**Issuer Name:** Shackleton II CLO

**Meeting Date:** September 19, 2016

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 81881RAA2

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
21	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Ares XXV CLO  
**Meeting Date:** August 17, 2016

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** 00191EAC2

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
22	This request amended the indenture to reflect the terms of the refinancing and amended several definitions to increase the likelihood that the CLO will not constitute a “covered fund” under Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and make the CLO “Volcker compliant”.	Manager	For	Consented Manager

**Issuer Name:** Ares XXV CLO  
**Meeting Date:** August 11, 2016

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** 00191EAC2

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
23	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Longfellow Place CLO  
**Meeting Date:** July 15, 2016

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** 54303NAD2

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
24	This supplemental indenture request amended the indenture to affect a Key Person succession on behalf of the Collateral Manager.	Manager	For	Consented Manager

**SIGNATURES**

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

**OXFORD LANE CAPITAL CORP.**

By: /s/ Jonathan H. Cohen

Jonathan H. Cohen

Chief Executive Officer

Date: August 18, 2017