

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.	Manager	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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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