

PROSPECT CAPITAL CORP  
Form DEFA14A  
October 19, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)**

**Filed by the Registrant**  X  
Filed by a Party other than the Registrant  O  
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

**Prospect Capital Corporation  
(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
  - (1) Amount previously paid:
  - (2) Form, schedule or registration statement no.:
  - (3) Filing party:
  - (4) Date filed:

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**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 11/29/07**

***This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.***

The following materials are available for view:

**NPS / Annual Report / 1pg Privacy Notice / Card / BRE**

To view this material, have the 12-digit Control #'(s) available and visit: [www.investorEconnect.com](http://www.investorEconnect.com)

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**If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy.**

**To facilitate timely delivery please make the request as instructed below on or before 11/29/07.**

To request material: **Internet:** [www.investorEconnect.com](http://www.investorEconnect.com) **Telephone:** 1-800-579-1639 **\*\*Email:** [sendmaterial@investorEconnect.com](mailto:sendmaterial@investorEconnect.com)

**\*\*If requesting material by e-mail please send a blank e-mail with the word "Material" Followed By The 12 Digit Control# (located on the following page) in the subject line.**

Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

BROADRIDGE  
51 MERCEDES WAY  
EDGEWOOD, NY 11717

**Vote By Internet**

**PROSPECT CAPITAL CORPORATION**

**Vote In Person**

Should you choose to vote these shares in person at the meeting you must request a copy of the material. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

To vote **now** by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

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**Meeting Location**

The Annual Meeting for holders as of 10/9/07 is to be held on 11/29/07 at 10:30 a.m.  
at: Prospect Capital Corporation  
10 East 40th Street  
44th Floor  
New York, NY 10016

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**Voting items**

**The Board of Directors recommends a vote FOR each of Proposals 1 through 2.**

1. To elect the following nominee to serve as a Class III director of the Company.  
01) John F. Barry - Class III
  
  2. The ratification of the selection of BDO Seidman, LLP as the independent registered public accounting firm for Prospect Capital Corporation for the fiscal year ending June 30, 2008.
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