

PROSPECT CAPITAL CORP  
Form 8-K  
May 19, 2009

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

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FORM 8-K

CURRENT REPORT  
Pursuant to section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 19, 2009

Prospect Capital Corporation

(Exact name of registrant as specified in its charter)

MD  
(State or other jurisdiction of  
incorporation or organization)

333-114552  
(Commission  
File Number)

43-2048643  
(IRS Employer  
Identification Number)

10 East 40th Street, 44th Floor, New York, New York 10016  
(Address of principal executive offices)

(212) 448-0702  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01.

Regulation FD Disclosure.

Prospect Capital Corporation (the “Company”) has been informed that one of the proposed co-managers of the Company’s proposed offering of shares of its common stock (the “Offering”) asserted to certain potential investors in the Offering erroneous details as to a possible disposition of Gas Solutions Holdings, Inc. (“Gas Solutions”), when there is currently no agreement and therefore no details to disclose. Such entity will not serve as a co-manager of the Offering. As previously disclosed, the Company is seeking to monetize its investment in Gas Solutions. While the Company has from time to time been in negotiations regarding a potential disposition, the Company has not reached any agreement regarding a price, structure, or otherwise regarding a proposed transaction. The Company cannot assure you if or when the Company would consummate any such transaction or the price or structure of any such transaction.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

PROSPECT CAPITAL CORPORATION

Date: May 19, 2009

By: /s/ Grier Eliasek  
Name: Grier Eliasek  
Title: Chief Operating Officer