

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Oxford Lane Capital Corp.		27-2859071	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Oxford Lane Capital Corp.	203-983-5280	N/A	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
8 Sound Shore Drive, Suite 255		Greenwich, CT 06830	
<b>8</b> Date of action		<b>9</b> Classification and description	
March 31, 2017		Common Stock of Regulated Investment Company - Return of Capital	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
691543102	N/A	OXLC	N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Treatment of a portion of 2017 distributions as return of capital.

Oxford Lane Capital Corp. paid non-taxable return of capital distributions during 2017 as follows:  
 Distribution Record Date: March 16, 2017 and Distribution Payment Date: March 31, 2017  
 Non-taxable return of capital percentage of the total amount of the dividend: approximately 73.263%

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The total amount of non-taxable return of capital represents a reduction of the shareholders' tax basis on shares held by approximately \$0.44 per share.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The shareholders' per share cost after each distribution is equal to their previous per share cost less the non-taxable return of capital distribution described above (Item 15). The amount was determined in accordance with IRC Section 301 and Section 316.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_  
IRC Section 301(c)(2), IRC Section 316(a)(1), and IRC Section 852 (c)

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18 Can any resulting loss be recognized? ▶ No loss will be recognized.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_  
The information detailed above will be provided in the shareholders' 2017 1099-Div.

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
Signature ▶ *Bruce L. Rubin* Date ▶ 1-16-18  
Print your name ▶ Bruce L. Rubin Title ▶ Chief Financial Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

**Oxford Lane Capital Corp.**  
**Supplemental Attachment to Form 8937**

**Class: Common**  
**CUSIP: 691543102**  
**Ticker: OXLC**

<u>Record Date</u>	<u>Payment Date</u>	<u>Per Share Distribution</u>	<u>% Return of Capital</u>	<u>% Ordinary Income</u>	<u>% Capital Gains</u>	<u>% Non-Qualified</u>
March 16, 2017	March 31, 2017	\$0.60	73.26%	26.74%	0.00%	100.00%
June 16, 2017	June 30, 2017	\$0.40	0.00%	100.00%	0.00%	100.00%
September 15, 2017	September 29, 2017	\$0.40	0.00%	100.00%	0.00%	100.00%
December 15, 2017	December 29, 2017	\$0.40	0.00%	100.00%	0.00%	100.00%