
Section 1: N-PX (N-PX)

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, 2017 – June 30, 2018**

Item 1. Proxy Voting Record.

Issuer Name: Telos CLO 2013-3					
Meeting Date: July 17, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 87974GAA1					
Proposal No.	Proposal	Proposed By	Oxford Lane Capital Corp. ("OXLC") Rec	Vote Cast	Sponsor
1	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: Telos CLO 2013-3					
Meeting Date: July 17, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US87974GAB95					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
2	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: Telos CLO 2013-3					
Meeting Date: July 17, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG87562AA56					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
3	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: CIFC Funding 2014-III					
Meeting Date: July 19, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US12549TAA79					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
4	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: CIFC Funding 2014-III					
Meeting Date: July 19, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG2206CAA20					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
5	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 XLIII CLO					
Meeting Date: July 27, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 04017AAC4					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
6	This Supplemental Indenture request amended the indenture for several definitions to relating to Section 1.1 of the Indenture.	Manager	For	Consented	Manager

Issuer Name: Venture XIV CLO					
Meeting Date: August 15, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US92328HAC88					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
7	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: OFSI Fund VII					
Meeting Date: August 22, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 67107GAC9					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
8	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: AMMC CLO XII					
Meeting Date: August 30, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US00176EAE77					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
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: Atrium XII					
Meeting Date: September 5, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 04964YAE1					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
10	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: Carlyle Global Market Strategies CLO 2013-2					
Meeting Date: September 8, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 14310EAG0					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
11	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: Carlyle Global Market Strategies CLO 2013-2					
Meeting Date: September 8, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG19129AD03					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
12	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: Telos CLO 2013-4					
Meeting Date: September 14, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 87974JAA5					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
13	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented	Manager

Issuer Name: Venture XXI CLO					
Meeting Date: September 18, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US92330LAE11					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
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: Venture XXI CLO					
Meeting Date: September 18, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG93505AC29					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
15	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: Race Point IX CLO					
Meeting Date: September 21, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 74981G300					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
16	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: Telos CLO 2013-4					
Meeting Date: September 26, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 87974JAA5					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
17	OXLC elected in favor of amending the Notice of Refinancing	Manager	For	Consented	Manager

Issuer Name: Ivy Hill Middle Market Credit Fund VII					
Meeting Date: September 27, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 46602YAC4					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
18	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: OFSI Fund VII					
Meeting Date: October 3, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 67107GAC9					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
19	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: Venture XXI CLO					
Meeting Date: October 16, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US92330LAE11					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
20	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: Venture XXI CLO					
Meeting Date: October 16, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG93505AC29					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
21	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: Ivy Hill Middle Market Credit Fund VII					
Meeting Date: October 20, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 46602YAC4					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
22	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: Atrium XII					
Meeting Date: November 6, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 04964YAE1					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
23	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: AMMC CLO XII					
Meeting Date: November 10, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US00176EAE77					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
24	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: Carlyle Global Market Strategies CLO 2013-2					
Meeting Date: November 30, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 14310EAG0					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
25	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: Carlyle Global Market Strategies CLO 2013-2					
Meeting Date: November 30, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG19129AD03					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
26	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 XXVI CLO					
Meeting Date: December 8, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US04014MAC10					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
27	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented	Manager

Issuer Name: Ares XXVI CLO					
Meeting Date: December 8, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG3292RAB09					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
28	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented	Manager

Issuer Name: CIFC Funding 2015-I					
Meeting Date: December 18, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 12548NAG8					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
29	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: CIFC Funding 2015-I					
Meeting Date: December 18, 2017 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG2201KAA90					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
30	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: Telos CLO 2013-4					
Meeting Date: January 15, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 87974JAA5					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
31	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: Battalion CLO VII					
Meeting Date: March 8, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 07131YAC6					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
32	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: Mountain Hawk II CLO					
Meeting Date: March 12, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 62405UAA2					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
33	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: Blue Hill CLO					
Meeting Date: March 12, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US095559AC43					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
34	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented	Manager

Issuer Name: Mountain Hawk II CLO					
Meeting Date: March 28, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 62405UAA2					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
35	OXLC elected in favor of withdrawing the Notice of Refinancing	Manager	For	Consented	Manager

Issuer Name: Battalion CLO VII					
Meeting Date: April 2, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 07131YAC6					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
36	OXLC elected in favor of withdrawing the Notice of Refinancing	Manager	For	Consented	Manager

Issuer Name: Venture XVII CLO					
Meeting Date: April 3, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG93472AB78					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
37	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: Venture XVII CLO					
Meeting Date: April 3, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US92330CAB72					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
38	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: Apex Credit CLO 2015-II					
Meeting Date: May 17, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US46618PAC59					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
39	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: OZLM XII					
Meeting Date: May 17, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US67109XAE67					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
40	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: May 31, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 07131YAC6					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
41	OXLC elected in favor of amending the Notice of Refinancing	Manager	For	Consented	Manager

Issuer Name: Apidos CLO XXI					
Meeting Date: June 4, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US03765RAE99					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
42	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: Mountain Hawk II CLO					
Meeting Date: June 13, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 62405UAA2					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
43	OXLC elected in favor of amending the Notice of Refinancing	Manager	For	Consented	Manager

Issuer Name: Jamestown CLO III					
Meeting Date: June 14, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG82292AC03					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
44	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented	Manager

Issuer Name: Jamestown CLO III					
Meeting Date: June 14, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US47047AAE38					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
45	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented	Manager

Issuer Name: Shackleton 2015-VII CLO					
Meeting Date: June 15, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 81882CAC0					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
46	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: CIFC Funding 2014-III					
Meeting Date: June 19, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US12549TAA79					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
47	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: CIFC Funding 2014-III					
Meeting Date: June 19, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: USG2206CAA20					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
48	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: June 21, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: 81882CAC0					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
49	OXLC elected in favor of partially withdrawing the Notice of Refinancing	Manager	For	Consented	Manager

Issuer Name: Apidos CLO XXI					
Meeting Date: June 25, 2018 (Record Date)					
Meeting Type: Written Consent					
Ticker: N/A					
CUSIP: US03765RAE99					
Proposal No.	Proposal	Proposed By	OXLC Rec	Vote Cast	Sponsor
50	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

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 27, 2018

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