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## Section 1: 497 (497)

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PROSPECTUS SUPPLEMENT  
(To Prospectus dated August 2, 2018  
and Prospectus Supplements dated August 10, 2018,  
November 7, 2018 and February 13, 2019)

May 8, 2019



**Oxford Lane Capital Corp.**  
**\$500,000,000**  
**Common Stock**

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### **IMPORTANT NOTICE REGARDING ELECTRONIC DELIVERY**

*Beginning in May 2021, as permitted by regulations adopted by the Securities and Exchange Commission, paper copies of shareholder reports for Oxford Lane Capital Corp. (the “Company”) such as this report will no longer be sent by mail, unless you specifically request paper copies of the reports from the Company or from your financial intermediary, such as a broker-dealer or bank. Instead, the reports will be made available on the Company’s website, and you will be notified by mail each time a report is posted and provided with a website link to access the report.*

*If you already elected to receive shareholder reports electronically, you will not be affected by this change and you do not need to take any action. For shareholder reports and other communications from the Company issued prior to May 2021, you may elect to receive such reports and other communications electronically. If you own shares of the Company through a financial intermediary, you may contact your financial intermediary to elect to receive materials electronically. This information is available free of charge by contacting us by mail at 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830, by telephone at (203) 983-5275 or on our website at <http://www.oxfordlanecapital.com>.*

*You may elect to receive all future reports in paper, free of charge. If you own shares of the Company through a financial intermediary, you may contact your financial intermediary to elect to continue to receive paper copies of your shareholder reports after May 2021. This information is available free of charge by contacting us by mail at 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830, by telephone at (203) 983-5275 or on our website at <http://www.oxfordlanecapital.com>. If you make such an election through your financial intermediary, your election to receive reports in paper may apply to all funds held through your financial intermediary.*

This prospectus supplement supplements the prospectus supplement, dated August 10, 2018 (the “First Prospectus Supplement”), the prospectus supplement, dated November 7, 2018 (the “Second Prospectus Supplement”), the prospectus supplement, dated February 13, 2019 (the “Third Prospectus Supplement”) and the accompanying prospectus thereto, dated August 2, 2018 (the “Base Prospectus,” together with the First Prospectus Supplement, the Second Prospectus Supplement, the Third Prospectus Supplement and this prospectus supplement, the “Prospectus”), which relate to the sale of shares of common stock of Oxford Lane Capital Corp. in an “at-the-market” offering pursuant to an amended and restated equity distribution agreement, dated August 10, 2018, with Ladenburg Thalmann & Co. Inc., which was amended on May 8, 2019 to increase the maximum aggregate offering size of the “at-the-market” offering from \$300,000,000 to \$500,000,000 (collectively, the “Equity Distribution Agreement”).

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You should carefully read the entire Prospectus before investing in our common stock. **You should also review the information set forth under the “Risk Factors” section beginning on page 19 of the Base Prospectus before investing.**

The terms “Oxford Lane,” the “Company,” the “Fund,” “OXLC,” “we,” “us” and “our” generally refer to Oxford Lane Capital Corp.

#### **PRIOR SALES PURSUANT TO THE “AT THE MARKET” OFFERING**

From March 7, 2016 to May 7, 2019, we sold a total of 24,822,697 shares of common stock pursuant to the “at-the-market” offering. Of the 24,822,697 shares of common stock sold, 13,813,244 shares were sold pursuant to our prior registration statement on Form N-2 (File No 333-205405) (the “Prior Registration Statement”). The total amount of capital raised as a result of these sales of common stock was approximately \$262.2 million (\$147.6 million pursuant to the Prior Registration Statement) and net proceeds were approximately \$257.3 million (\$144.5 million pursuant to the Prior Registration Statement) after deducting the sales agent’s commissions and offering expenses.

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## FEES AND EXPENSES

The following table is intended to assist you in understanding the costs and expenses that you will bear directly or indirectly. We caution you that some of the percentages indicated in the table below are estimates and may vary. Except where the context suggests otherwise, whenever the Prospectus contains a reference to fees or expenses paid by “us” or “Oxford Lane Capital,” or that “we” will pay fees or expenses, you will indirectly bear such fees or expenses as an investor in Oxford Lane Capital Corp.

### Stockholder transaction expenses:

Sales load (as a percentage of offering price)	2.00% <sup>(1)</sup>
Offering expenses borne by us (as a percentage of offering price)	0.37% <sup>(2)</sup>
Distribution reinvestment plan expenses	None <sup>(3)</sup>
Total stockholder transaction expenses (as a percentage of offering price)	2.37%

### Annual expenses (as a percentage of net assets attributable to common stock):

Base management fee	3.21% <sup>(4)</sup>
Incentive fees payable under our investment advisory agreement (20% of net investment income)	3.36% <sup>(5)</sup>
Interest payments on borrowed funds	0.63% <sup>(6)</sup>
Preferred stock dividend payment	3.24% <sup>(7)</sup>
Other expenses (estimated)	1.02% <sup>(8)</sup>
Total annual expenses (estimated)	11.46% <sup>(9)</sup>

### Example

The following example demonstrates the projected dollar amount of total cumulative expenses that would be incurred over various periods with respect to a hypothetical investment in our common stock. In calculating the following expense amounts, we have assumed that our annual operating expenses would remain at the levels set forth in the table above, and that we pay the transaction expenses set forth in the table above, including a sales load of 2.00% paid by you (the commission to be paid by us with respect to common stock sold by us in this offering) and offering expenses of 0.37%. See Note 6 below for additional information regarding certain assumptions regarding our level of leverage.

	1 Year	3 Years	5 Years	10 Years
You would pay the following expenses on a \$1,000 investment, assuming a 5% annual return	\$ 153	\$ 378	\$ 565	\$ 905

**The example and the expenses in the tables above should not be considered as a representation of our future expenses, and actual expenses may be greater or less than those shown.** While the example assumes, as required by the SEC, a 5.0% annual return, our performance will vary and may result in a return greater or less than 5.0%. The incentive fee under the Investment Advisory Agreement, which, assuming a 5.0% annual return, would either not be payable or would have an insignificant impact on the expense amounts shown above, is included in the example. Also, while the example assumes reinvestment of all distributions at net asset value, participants in our distribution reinvestment plan will receive a number of shares of our common stock, determined by dividing the total dollar amount of the distribution payable to a participant by the market price per share of our common stock at the close of trading on the distribution payment date, which may be at, above or below net asset value. See “Distribution Reinvestment Plan” in the Prospectus for additional information regarding our distribution reinvestment plan.

- (1) Represents the commission with respect to the shares of our common stock being sold in this offering, which we will pay to Ladenburg Thalmann & Co. Inc. in connection with sales of shares of our common stock effected by Ladenburg Thalmann & Co. Inc. under the Equity Distribution Agreement. There is no guaranty that there will be any sales of our common stock pursuant to this prospectus supplement and the Prospectus.
- (2) The offering expenses of this offering are estimated to be approximately \$185,000.
- (3) The expenses of the distribution reinvestment plan are included in “other expenses.” The plan administrator’s fees will be paid by us. We will not charge any brokerage charges or other charges to stockholders who participate in the plan. However, your own broker may impose brokerage charges in connection with your participation in the plan.

- (4) Assumes gross assets of \$648.4 million and \$226.1 million of leverage (which reflects \$90.4 million of Series 2023 Term Preferred Shares and \$68.2 million of Series 2024 Term Preferred Shares issued and outstanding as of March 31, 2019, and as adjusted to reflect the issuance of an additional \$25.0 million of new preferred stock, as well as \$42.5 million due under a Master Repurchase Agreement with Nomura Securities International, Inc. (the “Repurchase Agreement”), and assumes net assets of \$403.8 million (which has been adjusted to reflect the issuance of an additional \$50.0 million of common stock). The above calculation presents our base management fee as a percentage of our net assets. Our base management fee under the Investment Advisory Agreement, however, is based on our gross assets, which is defined as all the assets of Oxford Lane Capital, including those acquired using borrowings for investment purposes. As a result, to the extent we use additional leverage, it would have the effect of increasing our base management fee as a percentage of our net assets. See “Investment Advisory Agreement” in the Prospectus for additional information.
- (5) Amount reflects the estimated annual incentive fees payable to our investment adviser, Oxford Lane Management, during the fiscal year following this offering. The estimate assumes that the incentive fee earned will be proportional to the fee earned during the fiscal quarter ended March 31, 2019, annualized, and adjusted to include the estimated incentive fee based on the issuance of an additional \$50.0 million of common stock and \$25.0 million of preferred stock. Based on our current business plan, we anticipate that substantially all of the net proceeds of this offering will be invested within three months depending on the availability of investment opportunities that are consistent with our investment objective and other market conditions. We expect that it will take approximately one to three months to invest all of the proceeds of this offering, in part because equity and junior debt investments in CLO vehicles require substantial due diligence prior to investment.

The incentive fee, which is payable quarterly in arrears, equals 20.0% of the excess, if any, of our “Pre-Incentive Fee Net Investment Income” that exceeds a 1.75% quarterly (7.0% annualized) hurdle rate, which we refer to as the Hurdle, subject to a “catch-up” provision measured at the end of each calendar quarter. The incentive fee is computed and paid on income that may include interest that is accrued but not yet received in cash. The operation of the incentive fee for each quarter is as follows:

- no incentive fee is payable to our investment adviser in any calendar quarter in which our Pre-Incentive Fee Net Investment Income does not exceed the Hurdle of 1.75%;
- 100% of our Pre-Incentive Fee Net Investment Income with respect to that portion of such Pre-Incentive Fee Net Investment Income, if any, that exceeds the Hurdle but is less than 2.1875% in any calendar quarter (8.75% annualized) is payable to our investment adviser. We refer to this portion of our Pre-Incentive Fee Net Investment Income (which exceeds the Hurdle but is less than 2.1875%) as the “catch-up.” The “catch-up” is meant to provide our investment adviser with 20.0% of our Pre-Incentive Fee Net Investment Income, as if a Hurdle did not apply when our Pre-Incentive Fee Net Investment Income exceeds 2.1875% in any calendar quarter; and
- 20.0% of the amount of our Pre-Incentive Fee Net Investment Income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized) is payable to our investment adviser (once the Hurdle is reached and the catch-up is achieved, 20.0% of all Pre-Incentive Fee Investment Income thereafter is allocated to our investment adviser).

No incentive fee is payable to our investment adviser on realized capital gains. For a more detailed discussion of the calculation of this fee, see “Investment Advisory Agreement” in the Prospectus.

- (6) Assumes that we maintain our current level of outstanding borrowings as of March 31, 2019 under the Repurchase Agreement of \$42.5 million with a funding cost of 5.947% per annum.
- (7) Assumes that we continue to have an aggregate of (a) \$90.4 million of preferred stock with a preferred rate of 7.50% per annum and (b) \$68.2 million of preferred stock with a preferred rate of 6.75% per annum, which were the amounts outstanding as of March 31, 2019, and (c) adjusted to reflect the issuance of an additional \$25.0 million of preferred stock with a preferred rate of 6.75% per annum. We may issue additional shares of preferred stock pursuant to the registration statement of which this prospectus supplement forms a part. In the event we were to issue additional preferred stock, our borrowing costs, and correspondingly our total annual expenses, including our base management fee as a percentage of our net assets, would increase.

- (8) “Other expenses” (\$4.1 million) are estimated for the current fiscal year, which considers the actual expenses for the quarter ended March 31, 2019, annualized, and adjusted for any new and non-recurring expenses, such as the offering costs on an assumed issuance of an additional \$50.0 million of common stock and the amortization of debt offering costs on an assumed issuance of an additional \$25.0 million of preferred stock.
- (9) “Total annual expenses” is presented as a percentage of net assets attributable to common stockholders, because the holders of shares of our common stock (and not the holders of our preferred stock or debt securities, if any) bear all of our fees and expenses, all of which are included in this fee table presentation. **The indirect expenses associated with the Company’s CLO equity investments are not included in the fee table presentation, but if such expenses were included in the fee table presentation then the Company’s total annual expenses would have been 33.23%.**

## SENIOR SECURITIES

Information about our senior securities is shown in the following table as of the end of each fiscal year since our formation. The information as of March 31, 2019, 2018, 2017, 2016, 2015, 2014 and 2013 has been derived from our financial statements that have been audited by an independent registered public accounting firm. The reports of our independent registered public accounting firm covering the total amount of senior securities outstanding as of March 31, 2019, 2018, 2017, 2016, 2015, 2014 and 2013 are attached as exhibits to the registration statement of which this prospectus supplement is a part.

Fiscal Year	Total Amount Outstanding Exclusive of Treasury Securities <sup>(1)</sup>	Asset Coverage Ratio Per Unit <sup>(2)</sup>	Involuntary Liquidation Preference Per Unit <sup>(3)</sup>	Average Market Value Per Unit <sup>(4)</sup>
<b>8.50% Series 2017 Term Preferred Shares<sup>(5)</sup></b>				
2016	\$ —	—	\$ —	\$ —
2015	\$ 15,811,250	2.47	\$ 25	\$ 1.03
2014	\$ 15,811,250	3.99	\$ 25	\$ 1.05
2013	\$ 15,811,250	8.79	\$ 25	\$ 1.03
<b>7.50% Series 2023 Term Preferred Shares</b>				
2019	\$ 90,400,025	2.73	\$ 25	\$ 1.01
2018	\$ 90,400,025	2.41	\$ 25	\$ 1.02
2017	\$ 90,400,025	2.59	\$ 25	\$ 1.01
2016	\$ 90,638,450	1.91	\$ 25	\$ 0.97
2015	\$ 73,869,250	2.47	\$ 25	\$ 0.98
2014	\$ 65,744,250	3.99	\$ 25	\$ 0.94
<b>8.125% Series 2024 Term Preferred Shares<sup>(6)</sup></b>				
2018	\$ —	—	\$ —	\$ —
2017	\$ 50,504,475	2.59	\$ 25	\$ 1.02
2016	\$ 50,539,775	1.91	\$ 25	\$ 1.00
2015	\$ 60,687,500	2.47	\$ 25	\$ 1.01
<b>6.75% Series 2024 Term Preferred Shares<sup>(7)</sup></b>				
2019	\$ 68,235,375	2.73	\$ 25	\$ 1.02
2018	\$ 68,235,375	2.41	\$ 25	\$ 1.01
<b>Repurchase Agreement<sup>(8)</sup></b>				
2019	\$ 42,493,500	2.73	N/A	N/A
2018	\$ 42,493,500	2.41	N/A	N/A

(1) Total amount of each class of senior securities outstanding at the end of the period presented.

(2) Asset coverage per unit is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of outstanding senior securities, as calculated separately for each of the Term Preferred Shares and the Repurchase Agreement in accordance with section 18(h) of the 1940 Act. With respect to the Term Preferred Shares, the asset coverage per unit is expressed in terms of a ratio per share of outstanding Term Preferred Shares (when expressing in terms of dollar amounts per share, the asset coverage ratio per unit is multiplied by the involuntary liquidation preference per unit of \$25). With respect to the Repurchase Agreement, the asset coverage ratio per unit is expressed in terms of a ratio per unit of outstanding Repurchase Agreement (when expressing in terms of dollar amounts per share, the asset coverage per unit is multiplied by \$1,000 per principal amount).

(3) The amount to which such class of senior security would be entitled upon the voluntary liquidation of the issuer in preference to any security junior to it.

(4) With respect to the Term Preferred Shares, the Average Market Value Per Unit is calculated by taking the daily average closing price of the security for the respective period and dividing it by \$25 per share to determine a unit price per share consistent with Asset Coverage Per Unit. With respect to the Repurchase Agreement, the Average Market Value is not applicable as there are no senior securities thereunder which are registered for public trading.

(5) On July 24, 2015, OXLC redeemed all issued and outstanding Series 2017 Term Shares at the term redemption price.

(6) On July 14, 2017, we redeemed all issued and outstanding 8.125% Series 2024 Term Preferred Shares at the term redemption price.

(7) On June 14, 2017, we issued 2,729,415 shares of our newly designated 6.75% Series 2024 Term Preferred Shares.

(8) On January 2, 2018, the Fund entered into the Repurchase Agreement with Nomura Securities International, Inc.



## FOURTH QUARTER 2019 FINANCIAL HIGHLIGHTS

- Net asset value (“NAV”) per share as of March 31, 2019 stood at \$8.32, compared with a NAV per share on December 31, 2018 of \$7.56.
- Net investment income (“NII”), calculated in accordance with generally accepted accounting principles (“GAAP”), was approximately \$13.5 million, or \$0.34 per share, for the quarter ended March 31, 2019.
- Our core net investment income (“Core NII”) was approximately \$20.8 million, or \$0.53 per share, for the quarter ended March 31, 2019.
  - Core NII represents NII adjusted for additional cash distributions received, or entitled to be received (if any, in either case), on our collateralized loan obligation (“CLO”) equity investments while excluding any cash distributions believed to represent a return of capital. **See additional information under “Supplemental Information Regarding Core Net Investment Income” below.**
  - While, in our experience, cash flow distributions have historically represented useful indicators of our CLO equity investments’ annual taxable income during certain periods, we believe that current and future cash flow distributions may be less accurate indicators of taxable income with respect to our CLO equity investments than they have been in the past. Accordingly, our taxable income may materially differ from GAAP NII and/or Core NII.
- Total GAAP investment income for the fourth fiscal quarter amounted to approximately \$23.5 million, which represented an increase of \$0.8 million from the third fiscal quarter.
  - For the quarter ended March 31, 2019 we recorded investment income from our portfolio as follows:
    - \$22.0 million from our CLO equity investments, and
    - \$1.5 million from our CLO debt investments and other income.
- As of March 31, 2019 the following metrics applied (note that none of these values represented a total return to shareholders):
  - The weighted average yield of our CLO debt investments at current cost was 11.7%, compared with 11.2% as of December 31, 2018.
  - The weighted average GAAP effective yield of our CLO equity investments at current cost was 15.7%, compared with 15.8% as of December 31, 2018.
  - The weighted average cash yield of our CLO equity investments at current cost was 20.3%, compared with 19.8% as of December 31, 2018.
- For the quarter ended March 31, 2019 we recorded a GAAP net increase in net assets resulting from operations of approximately \$38.1 million, or \$0.96 per share, including:
  - Net investment income of \$13.5 million;
  - Net realized loss of \$5.0 million; and
  - Net unrealized appreciation of \$29.6 million.
- During the quarter ended March 31, 2019 we made additional CLO investments of approximately \$145.4 million, and received \$89.3 million from sales and repayments of our CLO investments.



- For the fourth fiscal quarter, we issued a total of 4,250,728 shares of common stock pursuant to an “at-the-market” offering. After deducting the sales agent’s commissions and offering expenses, this resulted in net proceeds of approximately \$42.2 million.
- On May 1, 2019 our Board of Directors declared the following distributions on our common stock:

<b>Month Ending</b>	<b>Record Date</b>	<b>Payment Date</b>	<b>Amount Per Share</b>
July 31, 2019	July 24, 2019	July 31, 2019	\$ 0.135
August 31, 2019	August 23, 2019	August 30, 2019	\$ 0.135
September 30, 2019	September 23, 2019	September 30, 2019	\$ 0.135

Our Board of Directors also declared the required monthly dividends on our Series 2023 Term Preferred Shares and Series 2024 Term Preferred Shares (each, a “Share”) as follows:

<b>Preferred Shares Type</b>	<b>Per Share Dividend Amount Declared</b>	<b>Record Dates</b>	<b>Payment Dates</b>
<b>Series 2023</b>	\$ 0.156250	June 21, July 24, August 23	June 28, July 31, August 30
<b>Series 2024</b>	\$ 0.140625	June 21, July 24, August 23	June 28, July 31, August 30

In accordance with their terms, each of the Series 2023 Term Preferred Shares and Series 2024 Term Preferred Shares will pay a monthly dividend at a fixed rate of 7.50% and 6.75%, respectively, of the \$25.00 per share liquidation preference, or \$1.875 and \$1.6875 per share per year, respectively. This fixed annual dividend rate is subject to adjustment under certain circumstances, but will not, in any case, be lower than 7.50% and 6.75% per year, respectively, for each of the Series 2023 Term Preferred Shares and Series 2024 Term Preferred Shares.

#### **Supplemental Information Regarding Core Net Investment Income**

We provide information relating to Core NII (a non-GAAP measure) on a supplemental basis. This measure is not provided as a substitute for GAAP NII, but in addition to it. Our non-GAAP measures may differ from similar measures by other companies, even in the event of similar terms being utilized to identify such measures. Core NII represents GAAP NII adjusted for additional cash distributions received, or entitled to be received (if any, in either case), on our CLO equity investments.

Income from investments in the “equity” class securities of CLO vehicles, for GAAP purposes, is recorded using the effective interest method – this is based on an effective yield to the expected redemption utilizing estimated cash flows at current cost. The result is an effective yield for the investment in which the difference between the actual cash received, or distributions entitled to be received, and the effective yield calculation is adjusted from the cost. Accordingly, investment income recognized on CLO equity securities in the GAAP statement of operations differs from the cash distributions actually received by the Company during the period (referred to below as “CLO equity adjustments”).

Furthermore, in order for the Company to continue qualifying as a regulated investment company (“RIC”) for tax purposes, we are required, among other things, to distribute at least 90% of our investment company taxable income annually. Therefore, Core NII may provide a better indication of our estimated taxable income for a reporting period than GAAP NII; we can offer no assurance that will be the case, however, as the ultimate tax character of our earnings cannot be determined until after tax returns are prepared at the close of a fiscal year. We note that these non-GAAP measures may not serve as useful indicators of taxable earnings, particularly during periods of market disruption and volatility, and, as such, our taxable income may differ materially from our Core NII.

The following table provides a reconciliation of GAAP NII to Core NII for the three months ended March 31, 2019:

	<b>Three Months Ended March 31, 2019</b>	
	<b>Amount</b>	<b>Per Share Amount</b>
GAAP Net investment income	\$ 13,535,179	\$ 0.343
CLO equity adjustments	7,225,804	0.182
Core Net investment income	<u>\$ 20,760,983</u>	<u>\$ 0.525</u>

## ANNUAL REPORT TO STOCKHOLDERS

On May 7, 2019, the Company filed its Annual Report to stockholders for the fiscal year ended March 31, 2019. The text of the Annual Report is attached hereto and is incorporated herein by reference.

Information contained on our website is not incorporated by reference into this prospectus supplement or the Prospectus, and you should not consider that information to be part of this prospectus supplement or the Prospectus.

# Oxford Lane Capital Corp.

## Annual Report

March 31, 2019

*oxfordlanecapital.com*

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*You may elect to receive all future reports in paper, free of charge. If you own shares of the Company through a financial intermediary, you may contact your financial intermediary to elect to continue to receive paper copies of your shareholder reports after May 2021. This information is available free of charge by contacting us by mail at 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830, by telephone at (203) 983-5275 or on our website at <http://www.oxfordlanecapital.com>. If you make such an election through your financial intermediary, your election to receive reports in paper may apply to all funds held through your financial intermediary.*

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OXFORD LANE CAPITAL CORP.

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## Oxford Lane Capital Corp.

May 7, 2019  
To Our Stockholders:

We are pleased to submit to you the report of Oxford Lane Capital Corp. (“we”, “us”, “our”, the “Fund” or “Oxford Lane”) for the fiscal year ended March 31, 2019. The net asset value of our shares at that date was \$8.32 per common share. The Fund’s common stock is traded on the NASDAQ Global Select Market and its share price can differ from its net asset value. The Fund’s closing price at March 31, 2019 was \$9.84, compared to \$10.13 at March 31, 2018. The total return based on market value for Oxford Lane, for the year ended March 31, 2019, as reflected in the Fund’s financial highlights, was 13.47%. This return reflects the change in market price for the year ended March 31, 2019, as well as the impact of \$1.62 per share in distributions declared and paid. The total return based on net asset value (“NAV”) for the year ended March 31, 2019, as reflected in the Fund’s financial highlights, was (1.39%). Please refer to “Note 12. Financial Highlights” for further details. On May 6, 2019, the last reported sale price of the Fund’s common stock was \$10.94.

We note that there may be significant differences between Oxford Lane’s earnings prepared in accordance with generally accepted accounting principles (“GAAP”) in the United States of America and our taxable earnings, particularly related to collateralized loan obligation (“CLO”) equity investments where our taxable earnings are based upon the distributable share of earnings as determined under tax regulations for each CLO equity investment, while GAAP earnings are based upon an effective yield calculation. Additionally, as our taxable earnings are not generally known until after our distributions are made, those distributions may represent a return of capital on a tax basis. While reportable GAAP revenue from our CLO equity investments for the year ended March 31, 2019 was approximately \$85.7 million, we received or were entitled to receive approximately \$130.2 million in distributions from our CLO equity investments.

### **Investment Review**

The Fund’s investment objective is to maximize its portfolio’s risk-adjusted total return over its investment horizon. Our current focus is to seek that return by investing in equity and junior tranches of CLO vehicles<sup>(1)</sup>, which are collateralized primarily by a diverse portfolio of senior loans, and which generally have little to no exposure to real estate loans, mortgage loans or pools of consumer-based debt, such as credit card receivables or auto loans. Our investment strategy also includes investing in warehouse facilities, which are financing structures intended to aggregate senior loans that may be used to form the basis of a CLO vehicle. As of March 31, 2019, we held debt investments in four different CLO structures, and equity investments in approximately 100 different CLO structures.

Structurally, CLO vehicles are entities formed to originate and manage a portfolio of loans. The loans within a CLO vehicle are limited to those which, on an aggregated basis, meet established credit criteria and are subject to concentration limitations in order to limit a CLO vehicle’s exposure to a single credit or industry.

An investment in our Fund carries with it a significant number of meaningful risks, certain of which are discussed in the notes to our financial statements. Investors should read “Note 13. Risks and Uncertainties” carefully.

### **Investment Outlook**

We believe that the market for CLO-related assets continues to provide us with opportunities to generate attractive risk-adjusted returns over the long term.

The long-term and relatively low-cost capital that many CLO vehicles have secured, compared with current asset spreads, have created opportunities to purchase certain CLO equity and junior debt instruments that may produce attractive risk-adjusted returns. Additionally, given that the CLO vehicles we invest in are cash flow-based vehicles, this term financing may be beneficial in periods of market volatility.

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1. A CLO vehicle is formed by issuing various classes or “tranches” of debt (with the most senior tranches being rated “AAA” to the most junior tranches typically being rated “BB” or “B”) and equity. The tranches of CLO vehicles rated “BB” or “B” may be referred to as “junk.” The equity of a CLO vehicle is generally structured to absorb the CLO’s losses before any of the CLO’s debt tranches, and it also has the lowest level of payment priority among the CLO’s tranches; therefore, the equity is typically the riskiest tranche of a CLO vehicle.

We continue to review a large number of CLO investment opportunities in the current market environment, and we expect that the majority of our portfolio holdings, over the near to intermediate-term, will continue to be comprised of CLO debt and equity securities, with the more significant focus over the near-term likely to be on CLO equity securities.

Jonathan H. Cohen  
Chief Executive Officer

*This letter is intended to assist stockholders in understanding the Company's performance during the twelve months ended March 31, 2019. The views and opinions in this letter were current as of May 7, 2019. Statements other than those of historical facts included herein may constitute forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors. The Company undertakes no duty to update any forward-looking statement made herein. Information contained on our website is not incorporated by reference into this stockholder letter and you should not consider information contained on our website to be part of this stockholder letter or any other report we file with the Securities and Exchange Commission.*

*[Not Part of the Annual Report]*

### **Important Information**

This report is transmitted to the stockholders of the Company and is furnished pursuant to certain regulatory requirements. This report and the information and views herein do not constitute investment advice, or a recommendation or an offer to enter into any transaction with the Company or any of its affiliates. This report is provided for informational purposes only, does not constitute an offer to sell securities of the Company and is not a prospectus. From time to time, the Company may have a registration statement relating to one or more of its securities on file with the U.S. Securities and Exchange Commission ("SEC").

An investment in the Company is not appropriate for all investors. The investment program of the Company is speculative, entails substantial risk and includes investment techniques not employed by traditional mutual funds. An investment in the Company is not intended to be a complete investment program. Shares of closed-end investment companies, such as the Company, frequently trade at a discount from their net asset value ("NAV"), which may increase investors' risk of loss. Past performance is not indicative of, or a guarantee of, future performance. The performance and certain other portfolio information quoted herein represents information as of March 31, 2019. Nothing herein should be relied upon as a representation as to the future performance or portfolio holdings of the Company. Investment return and principal value of an investment will fluctuate, and shares, when sold, may be worth more or less than their original cost. The Company's performance is subject to change since the end of the period noted in this report and may be lower or higher than the performance data shown herein.

### **About Oxford Lane Capital Corp.**

Oxford Lane Capital Corp. is a publicly-traded registered closed-end management investment company. It currently seeks to achieve its investment objective of maximizing risk-adjusted total return by investing in debt and equity tranches of collateralized loan obligation ("CLO") vehicles. CLO investments may also include warehouse facilities, which are financing structures intended to aggregate loans that may be used to form the basis of a CLO vehicle.

### **Forward-Looking Statements**

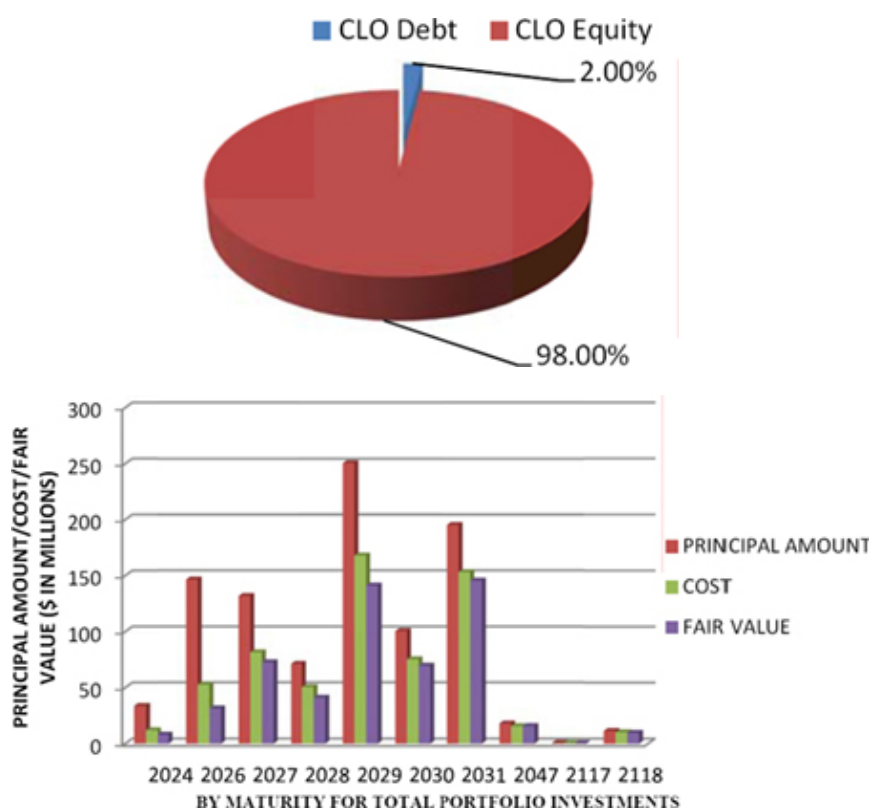
This report may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements other than statements of historical facts included in this report may constitute forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described in the Company's filings with the SEC. The Company undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this report.

**OXFORD LANE CAPITAL CORP.**

**TOP TEN HOLDINGS  
AS OF MARCH 31, 2019**

<b>Investment</b>	<b>Maturity</b>	<b>Fair Value</b>	<b>% of Net Assets</b>
Octagon Investment Partners 40, Ltd. - CLO subordinated notes	April 20, 2031	\$ 39,193,403	11.08%
Madison Park Fund XLI, Ltd. (fka: Atrium XII CLO) - CLO subordinated notes	April 22, 2027	\$ 25,376,625	7.17%
Madison Park Funding XXX, Ltd. - CLO subordinated notes	April 15, 2029	\$ 17,116,035	4.84%
Venture XXI CLO, Limited - CLO subordinated notes	July 15, 2027	\$ 15,631,000	4.42%
Midocean Credit CLO VI - CLO income notes	January 20, 2029	\$ 15,561,000	4.40%
Madison Park Funding XXIX, Ltd. - CLO subordinated notes	October 18, 2047	\$ 15,300,000	4.32%
Shackleton 2013-IV-R CLO, Ltd. - CLO subordinated notes	April 13, 2031	\$ 12,500,846	3.53%
Battalion CLO VII Ltd. - CLO subordinated notes	July 17, 2028	\$ 11,836,000	3.35%
Ares XXXVII CLO Ltd. - CLO subordinated notes	October 15, 2030	\$ 11,445,095	3.23%
Venture 33 CLO, Limited - CLO subordinated notes	July 15, 2031	\$ 11,169,250	3.16%

**Portfolio Investment Breakdown as of March 31, 2019  
(Excludes cash and cash equivalents and other assets)**





**OXFORD LANE CAPITAL CORP.**  
**STATEMENT OF ASSETS AND LIABILITIES**

March 31, 2019

<b>ASSETS</b>	
Investments, at fair value (cost: \$619,716,034)	\$ 537,440,723
Cash and cash equivalents	21,473,934
Distributions receivable	8,354,379
Securities sold not settled	4,790,000
Deferred offering costs on common stock	304,633
Interest receivable, including accrued interest purchased	211,212
Prepaid expenses and other assets	717,576
Fee receivable	59,959
Total assets	<u>573,352,416</u>

<b>LIABILITIES</b>	
Mandatorily redeemable preferred stock, net of discount and deferred issuance costs (10,000,000 shares authorized, 6,345,416 shares issued and outstanding)	152,931,142
Securities sold under agreement to repurchase	42,493,500
Securities purchased not settled	17,404,918
Incentive fees payable to affiliate	3,383,795
Investment advisory fee payable to affiliate	2,255,436
Interest payable	624,752
Accrued expenses	348,860
Directors' fees payable	70,000
Accrued offering costs	6,262
Administrator expense payable	1,661
Total liabilities	<u>219,520,326</u>

**COMMITMENTS AND CONTINGENCIES (Note 10)**

NET ASSETS applicable to common stock, \$0.01 par value, 90,000,000 shares authorized, and 42,547,801 shares issued and outstanding	<u>\$ 353,832,090</u>
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<b>NET ASSETS consist of:</b>	
Paid in capital	\$ 473,516,331
Total distributable earnings/(accumulated losses)	(119,684,241)
Total net assets	<u>\$ 353,832,090</u>

Net asset value per common share	<u>\$ 8.32</u>
Market price per share	<u>\$ 9.84</u>
Percentage of market price premium to net asset value per share	<u>18.27%</u>

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**SCHEDULE OF INVESTMENTS  
MARCH 31, 2019**

COMPANY/INVESTMENT <sup>(1)(14)</sup>	PRINCIPAL AMOUNT	COST	FAIR VALUE <sup>(2)</sup>	% OF NET ASSETS
<b><u>Collateralized Loan Obligation - Debt Investments</u></b>				
<b><u>Structured Finance - Debt Investments</u></b>				
<b>Ares XL CLO Ltd.</b>				
CLO secured notes - Class ER <sup>(3)(4)(6)</sup> , 10.79% (LIBOR + 8.00%, due January 15, 2029)	\$ 1,000,000	\$ 873,844	\$ 925,600	
<b>Longfellow Place CLO, Ltd.</b>				
CLO secured notes - Class FRR <sup>(3)(4)(6)</sup> , 10.22% (LIBOR + 5.75%, due April 15, 2029)	775,000	622,104	621,938	
<b>Mountain Hawk II CLO, Ltd.</b>				
CLO secured notes - Class E <sup>(3)(4)(6)</sup> , 7.56% (LIBOR + 4.80%, due July 20, 2024)	8,000,000	7,008,702	6,880,000	
<b>OZLM XXII, Ltd.</b>				
CLO secured notes - Class E <sup>(3)(4)(6)</sup> , 10.16% (LIBOR + 7.39%, due January 17, 2031)	2,670,000	2,584,542	2,321,031	
<b>Total Structured Finance - Debt Investments</b>		<b>\$ 11,089,192</b>	<b>\$ 10,748,569</b>	<b>3.04%</b>
<b>Total Collateralized Loan Obligation - Debt Investments</b>		<b>\$ 11,089,192</b>	<b>\$ 10,748,569</b>	<b>3.04%</b>
<b><u>Collateralized Loan Obligation - Equity Investments</u></b>				
<b><u>Structured Finance - Equity Investments</u></b>				
<b>ALM XVII, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 26.57%, maturity January 15, 2028)	\$ 6,500,000	\$ 3,794,756	\$ 3,710,460	
<b>AMMC CLO XI, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 17.85%, maturity April 30, 2031)	2,100,000	1,256,114	1,113,000	
<b>AMMC CLO XII, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 15.20%, maturity November 10, 2030)	11,428,571	5,994,940	4,800,000	
<b>Anchorage Capital CLO 5-R, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 14.39%, maturity January 15, 2030)	4,000,000	3,994,792	3,343,773	
<b>Anchorage Capital CLO 8, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 20.98%, maturity July 28, 2028)	6,000,000	4,965,643	4,920,000	
<b>Apex Credit CLO 2018 Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 23.21%, maturity April 25, 2031)	9,750,000	7,700,987	7,527,833	
<b>Apex Credit CLO 2015-II, Ltd. (fka: JFIN CLO 2015-II Ltd.)</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 16.50%, maturity October 17, 2026)	5,750,000	4,764,295	3,794,630	
<b>Arch Street CLO, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 35.73%, maturity October 20, 2028)	3,000,000	1,991,880	2,070,000	
<b>Ares XXVII CLO, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 25.69%, maturity July 28, 2029)	17,000,000	7,737,935	7,659,760	
<b>Ares XXXVII CLO Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(9)</sup> , (Estimated yield 24.58%, maturity October 15, 2030)	15,000,000	10,532,626	11,445,095	

<b>Ares XL CLO Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 17.86%, maturity January 15, 2029)	10,100,000	7,280,014	6,149,767
<b>Ares XLIII CLO Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 28.82%, maturity October 15, 2029)	3,320,000	1,697,146	1,965,610
<b>Atlas Senior Loan Fund XII, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)(9)</sup> , (Estimated yield 22.87%, maturity October 24, 2031)	1,500,000	1,124,965	1,170,000
<b>Battalion CLO VI Ltd.</b>			
CLO preference shares <sup>(5)(7)(10)</sup> , (Estimated yield 0.00%, maturity October 17, 2026)	5,000,000	581,049	300,000
<b>Battalion CLO VII Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 10.80%, maturity July 17, 2028)	26,900,000	16,290,336	11,836,000
<b>Benefit Street Partners CLO III Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 22.02%, maturity July 20, 2029)	5,000,000	2,195,417	2,250,000
<b>Benefit Street Partners CLO V Ltd.</b>			
CLO preference shares <sup>(5)(7)(10)</sup> , (Estimated yield 0.00%, maturity October 20, 2026)	11,500,000	852,715	460,000
<b>BlueMountain CLO 2013-2, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 25.90%, maturity October 22, 2030)	4,746,000	1,970,536	1,993,320
<b>B&amp;M CLO 2014-1 LTD</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield -13.60%, maturity April 16, 2026)	2,000,000	661,393	420,000

(Continued on next page)

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**SCHEDULE OF INVESTMENTS - (continued)  
MARCH 31, 2019**

<b>COMPANY/INVESTMENT<sup>(1)(14)</sup></b>	<b>PRINCIPAL AMOUNT</b>	<b>COST</b>	<b>FAIR VALUE<sup>(2)</sup></b>	<b>% OF NET ASSETS</b>
<b>Collateralized Loan Obligation - Equity Investments - (continued)</b>				
<b>Structured Finance - Equity Investments (continued)</b>				
<b>Bristol Park CLO, Ltd.</b>				
CLO income notes <sup>(5)(7)</sup> , (Estimated yield 10.84%, maturity April 15, 2029)	\$ 10,000,000	\$ 7,699,592	\$ 5,500,000	
<b>Canyon Capital CLO 2015-1, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 23.74%, maturity April 15, 2029)	10,000,000	6,242,280	5,200,000	
<b>Carlyle Global Market Strategies CLO 2013-2, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 21.64%, maturity January 18, 2029)	16,500,000	10,418,745	10,333,375	
<b>Carlyle Global Market Strategies CLO 2014-5, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 22.12%, maturity July 15, 2031)	5,500,000	3,420,333	3,410,000	
<b>Cathedral Lake CLO 2013, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 19.66%, maturity October 15, 2029)	6,350,000	2,923,060	2,603,500	
<b>Cathedral Lake II, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 23.56%, maturity July 15, 2029)	8,112,200	5,150,534	4,745,637	
<b>CIFC Funding 2013-III-R, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 22.58%, maturity April 24, 2031)	4,900,000	2,374,499	2,352,000	
<b>CIFC Funding 2014, Ltd.</b>				
CLO income notes <sup>(5)(7)</sup> , (Estimated yield 15.82%, maturity January 18, 2031)	6,000,000	3,607,934	2,940,000	
<b>CIFC Funding 2014-III, Ltd.</b>				
CLO income notes <sup>(5)(7)(12)</sup> , (Estimated yield 18.89%, maturity October 22, 2031)	13,500,000	8,197,556	7,560,000	
<b>Covenant Credit Partners CLO II, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 0.00%, maturity October 17, 2026)	8,650,000	—	—	
<b>Dryden 49 Senior Loan Fund</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 14.50%, maturity July 18, 2030)	6,425,000	5,260,019	4,176,250	
<b>Dryden 54 Senior Loan Fund</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 16.12%, maturity October 19, 2029)	2,500,000	2,047,805	1,750,000	
<b>Ellington CLO II, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 20.32%, maturity February 15, 2029)	4,000,000	3,588,441	3,200,000	
<b>Figueroa CLO 2013-2, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 14.78%, maturity June 20, 2027)	8,500,000	4,247,811	3,995,000	
<b>Flatiron CLO 17 Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 23.99%, maturity				

May 15, 2030)	2,337,500	1,558,908	1,566,125
<b>GoldenTree Loan Opportunities XI, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 13.33%, maturity January 18, 2031)	3,000,000	2,409,633	2,250,000
<b>Golub Capital Partners CLO 35(B), Ltd.,</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 17.64%, maturity July 20, 2029)	14,200,000	10,546,826	8,378,000
<b>Halcyon Loan Advisors Funding 2015-1 Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 1.66%, maturity April 20, 2027)	7,000,000	3,357,798	2,100,000
<b>Halcyon Loan Advisors Funding 2018-1 Ltd.</b>			
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 17.52%, maturity July 20, 2031)	11,250,000	10,323,510	9,675,000
<b>Hull Street CLO Ltd.</b>			
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield -11.98%, maturity October 18, 2026)	15,000,000	4,806,094	1,950,000
<b>ICG US CLO 2016-1, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 9.78%, maturity July 29, 2028)	4,750,000	4,641,569	3,490,300
<b>Ivy Hill Middle Market Credit VII, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 9.54%, maturity October 20, 2029)	5,400,000	4,524,254	3,213,869
<b>Jamestown CLO III, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)(10)</sup> , (Estimated yield 0.00%, maturity January 15, 2026)	15,575,000	984,321	—

(Continued on next page)

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**SCHEDULE OF INVESTMENTS - (continued)  
MARCH 31, 2019**

COMPANY/INVESTMENT <sup>(1)(14)</sup>	PRINCIPAL AMOUNT	COST	FAIR VALUE <sup>(2)</sup>	% OF NET ASSETS
<b>Collateralized Loan Obligation - Equity Investments - (continued)</b>				
<b>Structured Finance - Equity Investments (continued)</b>				
<b>Jamestown CLO IV, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield -10.09%, maturity July 15, 2026)	9,500,000	2,917,908	1,105,857	
<b>Jamestown CLO VII, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield -6.38%, maturity July 25, 2027)	3,500,000	2,273,294	1,540,000	
<b>Longfellow Place CLO, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 22.63%, maturity April 15, 2029)	19,640,000	8,038,087	4,973,600	
<b>Madison Park Funding XI, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 8.74%, maturity July 23, 2047)	1,236,843	850,408	606,053	
<b>Madison Park Funding XV, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 15.68%, maturity January 27, 2026)	7,000,000	4,324,344	4,270,000	
<b>Madison Park Funding XXIV, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 18.95%, maturity January 20, 2028)	3,568,750	2,628,480	2,623,031	
<b>Madison Park Funding XXV, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 12.03%, maturity April 25, 2029)	1,300,000	1,187,291	1,053,000	
<b>Madison Park Funding XXIX, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 13.36%, maturity October 18, 2047)	17,000,000	14,935,777	15,300,000	
<b>Madison Park Funding XXX, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(11)(12)</sup> , (Estimated yield 20.14%, maturity April 15, 2029)	17,550,000	16,091,913	17,116,035	
<b>Madison Park Fund XLI, Ltd. (fka: Atrium XII CLO)</b>				
CLO subordinated notes <sup>(5)(7)(11)(15)</sup> , (Estimated yield 24.27%, maturity April 22, 2027)	34,762,500	24,171,426	25,376,625	
<b>Midocean Credit CLO VI</b>				
CLO income notes <sup>(5)(7)(11)</sup> , (Estimated yield 9.12%, maturity January 20, 2029)	24,700,000	21,239,806	15,561,000	
<b>Mountain Hawk II CLO, Ltd.</b>				
CLO secured notes <sup>(3)(4)(5)</sup> , (Estimated yield -27.02%, maturity July 20, 2024)	25,670,000	4,950,079	1,283,500	
<b>Mountain View CLO 2014-1 Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 2.43%, maturity October 15, 2026)	15,000,000	3,596,519	1,885,075	
<b>Mountain View CLO 2017-2 Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 22.65%, maturity January 16, 2031)	1,400,000	1,138,072	1,120,000	
<b>Ocean Trails CLO VI</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 20.91%, maturity				

July 15, 2028)	4,000,000	3,260,811	2,518,438
<b>Octagon Investment Partners XXII, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 19.52%, maturity January 22, 2030)	3,168,750	2,084,341	1,996,313
<b>Octagon Investment Partners 27, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 19.85%, maturity July 15, 2030)	5,000,000	3,354,424	3,182,172

*(Continued on next page)*

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**SCHEDULE OF INVESTMENTS - (continued)  
MARCH 31, 2019**

COMPANY/INVESTMENT <sup>(1)(14)</sup>	PRINCIPAL AMOUNT	COST	FAIR VALUE <sup>(2)</sup>	% OF NET ASSETS
<b>Collateralized Loan Obligation - Equity Investments - (continued)</b>				
<b>Structured Finance - Equity Investments (continued)</b>				
<b>Octagon Investment Partners 33, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 16.41%, maturity January 20, 2031)	\$ 10,000,000	\$ 9,111,226	\$ 8,700,000	
<b>Octagon Investment Partners 38, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 17.38%, maturity July 20, 2030)	5,000,000	4,352,357	4,400,000	
<b>Octagon Investment Partners 39, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(9)(12)</sup> , (Estimated yield 18.18%, maturity October 20, 2030)	10,400,000	9,444,872	9,152,000	
<b>Octagon Investment Partners 40, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(9)(15)</sup> , (Estimated yield 18.16%, maturity April 20, 2031)	47,250,000	40,090,291	39,193,403	
<b>Octagon Loan Funding, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 19.45%, maturity November 18, 2031)	1,774,526	1,010,677	1,046,970	
<b>OFSI Fund VII, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield -5.11%, maturity October 18, 2026)	28,840,000	18,561,124	10,670,800	
<b>OFSI BSL IX, LTD.</b>				
CLO preferred shares <sup>(5)(7)(12)</sup> , (Estimated yield 19.29%, maturity July 31, 2118)	11,480,000	10,323,461	9,758,000	
<b>OZLM Funding III, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 12.20%, maturity January 22, 2029)	12,000,000	7,426,847	5,640,000	
<b>OZLM VIII, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 22.50%, maturity October 17, 2029)	10,000,000	3,412,892	3,400,000	
<b>OZLM XIII, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 12.14%, maturity July 30, 2027)	7,000,000	5,005,662	3,360,000	
<b>OZLM XIV, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(11)</sup> , (Estimated yield 11.38%, maturity January 15, 2029)	10,000,000	8,242,555	5,830,609	
<b>Regatta III Funding Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(10)(16)</sup> , (Estimated yield 0.00%, maturity April 15, 2026)	3,750,000	38,367	112,500	
<b>Shackleton 2013-IV-R CLO, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 21.05%, maturity April 13, 2031)	16,750,000	13,968,282	12,500,846	
<b>Shackleton 2015-VII CLO, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 20.05%, maturity July 15, 2031)	12,500,000	9,339,127	7,674,657	
<b>Shackleton 2017-X CLO, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 10.82%, maturity				



April 20, 2029)	10,000,000	8,931,584	6,400,000
<b>Sound Point CLO VI-R, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)(9)</sup> , (Estimated yield 14.31%, maturity October 20, 2031)	8,093,378	4,311,871	3,803,888
<b>Steele Creek CLO 2016-1, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 18.90%, maturity June 15, 2031)	4,000,000	3,592,952	3,320,000
<b>Telos CLO 2013-3, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 11.15%, maturity July 17, 2026)	14,332,210	8,843,427	5,302,918
<b>Telos CLO 2013-4, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 19.07%, maturity January 17, 2030)	11,350,000	7,283,045	5,914,465
<b>Telos CLO 2014-6, Ltd.</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 12.92%, maturity January 17, 2027)	21,400,000	9,441,544	8,673,254

*(Continued on next page)*

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**SCHEDULE OF INVESTMENTS - (continued)  
MARCH 31, 2019**

COMPANY/INVESTMENT <sup>(1)(14)</sup>	PRINCIPAL AMOUNT	COST	FAIR VALUE <sup>(2)</sup>	% OF NET ASSETS
<b>Collateralized Loan Obligation - Equity Investments - (continued)</b>				
<b>Structured Finance - Equity Investments (continued)</b>				
<b>THL Credit Wind River 2017-1 CLO Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(11)</sup> , (Estimated yield 10.76%, maturity April 18, 2029)	\$ 12,000,000	\$ 10,232,086	\$ 7,680,000	
<b>THL Credit Wind River 2017-4 CLO Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 16.27%, maturity November 20, 2030)	8,200,000	7,728,752	7,298,000	
<b>Tralee CLO II, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 27.10%, maturity July 20, 2029)	6,300,000	2,495,876	2,142,000	
<b>Tralee CLO IV, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 18.56%, maturity January 20, 2030)	13,270,000	11,852,556	10,350,600	
<b>Trinitas CLO VIII, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 19.89%, maturity July 20, 2117)	750,000	634,971	630,000	
<b>Venture XIV CLO, Limited</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 18.04%, maturity August 28, 2029)	8,250,000	4,716,747	3,547,500	
<b>Venture XV CLO, Limited</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 9.76%, maturity July 15, 2028)	6,500,000	4,385,413	2,990,000	
<b>Venture XVII CLO, Limited</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 19.40%, maturity April 15, 2027)	17,000,000	11,318,937	8,656,011	
<b>Venture XX CLO, Limited</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 14.45%, maturity April 15, 2027)	6,000,000	4,296,647	3,420,000	
<b>Venture XXI CLO, Limited</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 14.96%, maturity July 15, 2027)	26,950,000	17,631,648	15,631,000	
<b>Venture 32 CLO, Limited</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 19.61%, maturity July 18, 2031)	3,500,000	3,204,292	3,167,500	
<b>Venture 33 CLO, Limited</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 19.32%, maturity July 15, 2031)	12,987,500	11,151,087	11,169,250	
<b>Vibrant CLO III, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 23.37%, maturity October 20, 2031)	5,000,000	3,612,920	3,650,000	
<b>Wellfleet 2016-2 CLO, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 20.96%, maturity October 20, 2028)	10,000,000	8,482,286	7,200,000	
<b>West CLO 2014-1, Ltd.</b>				
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 15.85%, maturity				

July 18, 2026)	3,000,000	1,567,758	1,380,000
<b>Zais CLO 8, Limited</b>			
CLO subordinated notes <sup>(5)(7)(12)</sup> , (Estimated yield 27.01%, maturity April 15, 2029)	3,000,000	2,330,446	2,490,000
<b>Zais CLO 9, Limited</b>			
CLO subordinated notes <sup>(5)(7)</sup> , (Estimated yield 21.53%, maturity July 20, 2031)	10,700,000	9,490,216	9,095,000

*(Continued on next page)*

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**SCHEDULE OF INVESTMENTS - (continued)  
MARCH 31, 2019**

COMPANY/INVESTMENT <sup>(1)(14)</sup>	PRINCIPAL AMOUNT	COST	FAIR VALUE <sup>(2)</sup>	% OF NET ASSETS
<b>Collateralized Loan Obligation - Equity Investments - (continued)</b>				
<b>Structured Finance - Equity Investments (continued)</b>				
<b>Other CLO equity related investments</b>				
CLO other <sup>(8)</sup>		—	2,511,980	
<b>Total Structured Finance - Equity Investments</b>		\$ 608,626,842	\$ 526,692,154	148.88%
<b>Total Collateralized Loan Obligation - Equity Investments</b>		\$ 608,626,842	\$ 526,692,154	148.88%
<b>Total Investments</b>		<b>\$ 619,716,034</b>	<b>\$ 537,440,723</b>	<b>151.92%</b>
<b>Cash and Cash Equivalents</b>				
First American Government Obligations Fund <sup>(13)</sup>		\$ 21,473,934	\$ 21,473,934	
<b>Total Cash and Cash Equivalents</b>		<b>\$ 21,473,934</b>	<b>\$ 21,473,934</b>	<b>3.86%</b>
<b>Total Investments, Cash and Cash Equivalents</b>		<b>\$ 641,189,968</b>	<b>\$ 558,914,657</b>	<b>155.78%</b>

- (1) We do not “control” and are not an “affiliate” of any of our portfolio companies, each as defined in the Investment Company Act of 1940, as amended (the “1940 Act”). In general, under the 1940 Act, we would be presumed to “control” a portfolio company if we owned 25% or more of its voting securities and would be an “affiliate” of a portfolio company if we owned 5% or more of its voting securities.
- (2) Fair value is determined in good faith by the Board of Directors of the Fund.
- (3) Notes bear interest at variable rates.
- (4) Cost value reflects accretion of original issue discount or market discount.
- (5) Cost value reflects accretion of effective yield less any cash distributions received or entitled to be received from CLO equity investments.
- (6) The CLO secured notes generally bear interest at a rate determined by reference to three-month LIBOR which resets quarterly. For each CLO debt investment, the rate provided is as of March 31, 2019.
- (7) The CLO subordinated notes and income notes are considered equity positions in the CLO funds. Equity investments are entitled to recurring distributions which are generally equal to the remaining cash flow of the payments made by the underlying fund’s securities less contractual payments to debt holders and fund expenses. The estimated yield indicated is based upon a current projection of the amount and timing of these recurring distributions and the estimated amount of repayment of principal upon termination. Such projections are periodically reviewed and adjusted, and the estimated yield may not ultimately be realized.
- (8) Fair value represents discounted cash flows associated with fees earned from CLO equity investments.
- (9) Investment has not made inaugural distribution for relevant period end. See “Note 2. Summary of Significant Accounting Policies - Investment Income.”
- (10) The CLO equity investment was optionally redeemed. See “Note 2. Summary of Significant Accounting Policies - Securities Transactions.”
- (11) Securities held as collateral pursuant to repurchase agreement with Nomura Securities International, Inc. See “Note 8. Borrowings Related to Securities Sold Under Agreement to Repurchase.”
- (12) The CLO equity is co-invested with the Fund’s affiliates. See “Note 4. Related Party Transactions.”
- (13) Represents cash equivalents held in a money market account as of March 31, 2019.
- (14) The fair value of the investment was determined using significant unobservable inputs. See “Note 3. Fair Value.”
- (15) Aggregate investments represent greater than 5% of net assets.
- (16) This investment represents our percent ownership in certain equity securities transferred to OXLC upon the redemption of this investment on October 25, 2018.

See Accompanying Notes.

OXFORD LANE CAPITAL CORP.

STATEMENT OF OPERATIONS

	Year Ended March 31, 2019
<b>INVESTMENT INCOME</b>	
Income from securitization vehicles and investments	\$ 85,656,178
Interest income - debt investments	1,398,612
Other income	2,344,189
Total investment income	<u>89,398,979</u>
<b>EXPENSES</b>	
Interest expense	15,051,475
Investment advisory fees	10,581,133
Incentive fees	12,271,355
Professional fees	721,390
Administrator expense	630,998
General and administrative	436,994
Directors' fees	319,000
Insurance expense	160,548
Transfer agent and custodian fees	140,669
Total expenses	<u>40,313,562</u>
Net investment income	49,085,417
Net change in unrealized depreciation on investments	(67,170,145)
Net realized loss on investments	(2,897,270)
Net realized loss and net change in unrealized depreciation	<u>\$ (70,067,415)</u>
Net decrease in net assets resulting from operations	<u>\$ (20,981,998)</u>

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**STATEMENT OF CHANGES IN NET ASSETS**

	<b>Year Ended March 31, 2019</b>	<b>Year Ended March 31, 2018</b>
<b>Decrease in net assets from operations:</b>		
Net investment income	\$ 49,085,417	\$ 40,353,995
Net realized (loss) gain on investments	(2,897,270)	625,683
Net realized loss on the redemption of mandatorily redeemable preferred stock	—	(1,709,991)
Net change in unrealized depreciation on investments	(67,170,145)	(1,264,099)
Net (decrease) increase in net assets resulting from operations	(20,981,998)	38,005,588
Distributions from net investment income	(47,264,503)	(35,198,279)
Tax return of capital distributions	(9,750,228)	(6,318,441)
Total distributions to shareholders	(57,014,731)	(41,516,720)
<b>Capital share transaction:</b>		
Issuance of common stock (net of underwriting fees and offering costs of \$2,535,898 and \$1,090,419, respectively)	139,119,170	61,392,800
Reinvestment of dividends	2,779,536	—
Net increase in net assets from capital share transactions	141,898,706	61,392,800
Total increase in net assets	63,901,977	57,881,668
Net assets at beginning of period	289,930,113	232,048,445
Net assets at end of period	<u>\$ 353,832,090</u>	<u>\$ 289,930,113</u>
<b>Capital share activity:</b>		
Shares issued	13,496,082	6,017,467
Shares issued from reinvestment of dividends	282,820	—
Net increase in capital share activity	<u>13,778,902</u>	<u>6,017,467</u>

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**STATEMENT OF CASH FLOWS**

**Year Ended  
March 31, 2019**

<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	
Net decrease in net assets resulting from operations	\$ (20,981,998)
Adjustments to reconcile net decrease in net assets resulting from operations to net cash used in operating activities:	
Amortization/accretion of discounts and premiums	(216,033)
Amortization of deferred issuance costs on mandatorily redeemable preferred stock	683,121
Accretion of discount on mandatorily redeemable preferred stock	565,592
Amortization of deferred offering costs on common stock	270,656
Purchases of investments	(504,133,287)
Sales of investments	235,925,382
Repayments of principal and reductions to investment cost value	93,250,000
Net change in unrealized depreciation on investments	67,170,145
Net realized loss on investments	2,897,270
Net reductions to CLO equity cost value	44,484,167
Increase in distributions receivable	(3,295,524)
Decrease in fee receivable	21,198
Increase in interest receivable	(17,633)
Increase in prepaid expenses and other assets	(601,752)
Decrease in investment advisory fee payable	(172,785)
Increase in incentive fee payable	642,748
Increase in interest payable	94,794
Increase in directors' fees payable	11,250
Decrease in administrator expense payable	(29,403)
Decrease in accrued offering costs	(11,012)
Increase in accrued expenses	44,967
Net cash used in operating activities	<u>(83,398,137)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	
Distributions paid (net of dividend reinvestment plan of \$2,779,536)	(54,235,195)
Proceeds from the issuance of common stock	141,655,068
Underwriting fees and offering costs for the issuance of common stock	(2,535,898)
Deferred offering costs	(346,126)
Net cash provided by financing activities	<u>84,537,849</u>
Net increase in cash and cash equivalents	1,139,712
Cash and cash equivalents, beginning of period	20,334,222
Cash and cash equivalents, end of period	<u>\$ 21,473,934</u>
<b>SUPPLEMENTAL DISCLOSURES</b>	
Cash paid for interest	\$ 13,592,102
<b>NON-CASH ACTIVITIES</b>	
Value of shares issued in connection with dividend reinvestment plan	\$ 2,779,536
Securities sold not settled	\$ 4,790,000
Securities purchased not settled	\$ 17,404,918
Receipt of distribution in-kind	\$ 1,233,900

See Accompanying Notes.

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
MARCH 31, 2019**

**NOTE 1. ORGANIZATION**

Oxford Lane Capital Corp. (“OXLC,” “we,” “us,” “our,” or the “Fund”) was incorporated under the General Corporation Laws of the State of Maryland on June 9, 2010. The Fund is a non-diversified closed-end management investment company that has registered under the Investment Company Act of 1940, as amended (the “1940 Act”). In addition, the Fund has elected to be treated for tax purposes as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). The Fund’s investment objective is to maximize its portfolio’s risk adjusted total return, and it currently seeks to achieve its investment objective by investing in structured finance investments, specifically the equity and junior debt tranches of collateralized loan obligation (“CLO”) vehicles, which are collateralized primarily by a diverse portfolio of Senior Loans, and which generally have very little or no exposure to real estate loans, or mortgage loans or to pools of consumer-based debt, such as credit card receivables or auto loans.

OXLC’s investment activities are managed by Oxford Lane Management, LLC (“OXLC Management”), a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act.”) Oxford Funds, LLC (“Oxford Funds”), is the managing member of OXLC Management and serves as the administrator of OXLC. Under the investment advisory agreement with OXLC Management (the “Investment Advisory Agreement”), OXLC has agreed to pay OXLC Management an annual base management fee based on gross assets as well as an incentive fee based on its performance. For further detail please refer to “Note 4. Related Party Transactions.”

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**BASIS OF PRESENTATION**

The accompanying financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”), include the accounts of the Fund. The Fund follows the accounting and reporting guidance in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946, *Financial Services — Investment Companies*. Certain prior period figures have been reclassified from those originally published on Form N-CSR to conform to the current period presentation for comparative purposes. The Fund maintains its accounting records in U.S. dollars.

**USE OF ESTIMATES**

The financial statements have been prepared in accordance with GAAP, which requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates and such differences could be material.

In the normal course of business, the Fund may enter into contracts that contain a variety of representations and provide indemnifications. The Fund’s maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based upon experience, the Fund expects the risk of loss to be remote.

**CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of demand deposits and cash held in a money market fund which contain investments with original maturities of three months or less. The Fund places its cash and cash equivalents with financial institutions and, at times, cash held in bank accounts may exceed the Federal Deposit Insurance Corporation (“FDIC”) insured limit. Cash equivalents are classified as Level 1 assets and are included on the Fund’s Schedule of Investments. Cash equivalents are carried at cost or amortized cost which approximates fair value.



**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS**  
**March 31, 2019**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (cont.)

**INVESTMENT VALUATION**

The Fund fair values its investment portfolio in accordance with the provisions of ASC 820, *Fair Value Measurement and Disclosure*. Estimates made in the preparation of OXLC's financial statements include the valuation of investments and the related amounts of unrealized appreciation and depreciation of investments recorded. OXLC believes that there is no single definitive method for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments OXLC makes. OXLC is required to specifically fair value each individual investment on a quarterly basis.

ASC 820-10 clarifies the definition of fair value and requires companies to expand their disclosure about the use of fair value to measure assets and liabilities in interim and annual periods subsequent to initial recognition. ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820-10 also establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, which includes inputs such as quoted prices for similar securities in active markets and quoted prices for identical securities in markets that are not active; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions. OXLC considers the attributes of current market conditions on an on-going basis and has determined that due to the general illiquidity of the market for its investment portfolio, whereby little or no market data exists.

***Collateralized Loan Obligations — Debt and Equity***

OXLC has acquired debt and equity positions in CLO investment vehicles and has purchased CLO warehouse facilities. These investments are special purpose financing vehicles. In valuing such investments, OXLC considers the indicative prices provided by a recognized industry pricing service as a primary source, and the implied yield of such prices, supplemented by actual trades executed in the market at or around period-end, as well as the indicative prices provided by the broker who arranges transactions in such investment vehicles. OXLC also considers those instances in which the record date for an equity distribution payment falls on the last day of the period, and the likelihood that a prospective purchaser would require a downward adjustment to the indicative price representing substantially all of the pending distribution. Additional factors include any available information on other relevant transactions, including firm bids and offers in the market and information resulting from bids-wanted-in-competition. In addition, OXLC considers the operating metrics of the specific investment vehicle, including compliance with collateralization tests, defaulted and restructured securities, and payment defaults, if any. OXLC Management or the Fund's board of directors (the "Board of Directors") may elect to engage third-party valuation firms to provide assistance to our Valuation Committee and Board of Directors in valuing certain of our investments, including, but not limited to, when requested by the Board of Directors or the Adviser. If a third-party valuation firm is engaged by the Company, it will provide the Board of Directors with a written report with respect to each investment it has reviewed. The Valuation Committee will evaluate the impact of such additional information, and factor it into its consideration of fair value.

***Securities Sold Under Agreement to Repurchase***

The Fund has entered into an agreement whereby it sold securities to be repurchased at an agreed-upon price and date. Under this agreement, the Fund accounts for this transaction as a collateralized financing transaction which is recorded at the contracted repurchase amount plus interest. The Fund's securities sold under the agreement to repurchase are carried at cost; which approximates fair value. Refer to "Note 8. Borrowings Related to Securities Sold Under Agreement to Repurchase" for further details.

**SHARE REPURCHASES**

From time to time, the Board of Directors may authorize a share repurchase program under which shares of the Fund's common stock are purchased in open market transactions. Since the Fund is incorporated in the State of Maryland, state law requires share repurchases to be accounted for as a share retirement. The cost of repurchased shares is charged against capital on the settlement date. There was no share repurchase program authorized for the year ended March 31, 2019.

OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS

March 31, 2019

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

**PREFERRED STOCK**

The Fund carries its mandatorily redeemable preferred stock at accreted cost on the Statement of Assets and Liabilities, and not fair value. Refer to “Note 7. Mandatorily Redeemable Preferred Stock” for further details.

**PREPAID EXPENSES AND OTHER ASSETS**

Prepaid expenses and other assets generally consists primarily of insurance costs.

**INVESTMENT INCOME**

*Income from securitization vehicles and investments*

Income from investments in the equity class securities of CLO vehicles (typically income notes or subordinated notes) is recorded using the effective interest method in accordance with the provisions of ASC 325-40 *Beneficial Interests in Securitized Financial Assets*, based upon an effective yield to the expected redemption utilizing estimated cash flows, including those CLO equity investments that have not made their inaugural distribution for the relevant period end. The Fund monitors the expected residual payments, and effective yield is determined and updated periodically, as needed. Accordingly, investment income recognized on CLO equity securities in the GAAP statement of operations differs from both the tax-basis investment income and from the cash distributions actually received by the Fund during the period.

The Fund also records income on its investments in certain securitization vehicles (or “CLO warehouse facilities”) based on a stated rate as per the underlying note purchase agreement or, if there is no stated rate, then an estimated rate is calculated using a base case model projecting the timing of the ramp-up of the CLO warehouse facility.

*Interest Income — Debt Investments*

Interest income is recorded on an accrual basis using the contractual rate applicable to each debt investment and includes the accretion of discounts and amortization of premiums. Discounts from and premiums to par value on securities purchased are accreted/amortized into interest income over the life of the respective security using the effective interest method. The amortized cost of investments represents the original cost adjusted for the accretion of discounts and amortization of premiums, if any.

Generally, if the Fund does not expect the borrower to be able to service its debt and other obligations, the Fund will, on a discretionary basis, place the debt instrument on non-accrual status and will generally cease recognizing interest income on that loan for financial reporting purposes until all principal and interest have been brought current through payment or due to restructuring such that the interest income is deemed to be collectible. The Fund generally restores non-accrual loans to accrual status when past due principal and interest is paid and, in the Fund’s judgment, the payments are likely to remain current. As of March 31, 2019, the Fund had no non-accrual investments in its portfolio.

*Other Income*

Other income includes distributions from fee letters and success fees associated with portfolio investments. Distributions from fee letters are based upon a percentage of the collateral manager’s fees, and are recorded as other income when earned. The Fund may also earn success fees associated with its investments in CLO warehouse facilities, which are contingent upon a repayment of the warehouse by a permanent CLO securitization structure; such fees are earned and recognized when the repayment is completed.

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS**  
**March 31, 2019**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**U.S. FEDERAL INCOME TAXES**

The Fund intends to operate so as to continue to qualify to be taxed as a RIC under Subchapter M of the Code and, as such, to not be subject to U.S. federal income tax on the portion of its taxable income and gains distributed to stockholders. To qualify for RIC tax treatment, OXLC is required to distribute at least 90% of its investment company taxable income, as defined by the Code.

Because U.S. federal income tax regulations differ from GAAP, distributions in accordance with tax regulations may differ from net investment income and realized gains recognized for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among capital accounts in the financial statements to reflect their tax character. Temporary differences arise when certain items of income, expense, gain or loss are recognized at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes.

The Fund recognizes the tax benefits of uncertain tax positions only when the position is more likely than not to be sustained, assuming examination by tax authorities. Management has analyzed the Fund's tax positions and concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions expected to be taken in the Fund's fiscal 2019 tax returns. The Fund identifies its major tax jurisdictions as U.S. Federal and Connecticut State. The Fund is not aware of any tax position for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next year.

***Distributions***

Our distribution policy is based upon our estimate of our taxable net investment income, which includes actual distributions from our CLO equity class investments, with further consideration given to our realized gains or losses on a taxable basis. Distributions from net investment income and capital gain distributions are determined in accordance with U.S. federal income tax regulations, which differ from GAAP. Distributions from net investment income, if any, are expected to be declared quarterly and paid monthly. Net realized capital gains, unless offset by any available capital loss carry-forward, are typically distributed to stockholders annually. Distributions to stockholders are recorded on the ex-dividend date and are automatically reinvested in full and fractional shares of the Fund in accordance with the Fund's distribution reinvestment plan, unless the stockholder has elected to have them paid in cash.

Amounts required to be distributed reflect estimates made by the Fund. Distributions paid by the Fund in accordance with RIC requirements are subject to re-characterization for tax purposes.

**SECURITIES TRANSACTIONS**

Securities transactions are recorded on trade date. Realized gains and losses on investments sold are recorded on the basis of specific identification. An optional redemption ("optionally redeemed") feature of a CLO allows a majority of the holders of the equity securities issued by the CLO issuer, after the end of a specified non-call period, to cause the redemption of the secured notes issued by the CLO with proceeds paid either through the liquidation of the CLO's assets or through a refinancing with new debt. The optional redemption is effectively a voluntary prepayment of the secured debt issued by the CLO prior to the stated maturity of such debt. Distributions received on CLO equity investments which were optionally redeemed are first applied to the remaining cost basis until it is reduced to zero, after which distributions are recorded as realized gains.

**DEFERRED OFFERING COSTS ON COMMON STOCK**

Deferred offering costs on common stock consist of fees and expenses incurred in connection with the registration and public offer and sale of the Fund's common stock, including legal, accounting and printing fees. These costs are deferred at the time of incurrence and are subsequently charged as a reduction to capital when the offering takes place or as shares are issued. Deferred costs are periodically reviewed and expensed if the related registration statement is no longer active or if the offering is unsuccessful.

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS**  
**March 31, 2019**

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (cont.)

**DEFERRED ISSUANCE COSTS ON MANDATORILY REDEEMABLE PREFERRED STOCK**

Deferred issuance costs on mandatorily redeemable preferred stock consist of fees and expenses incurred in connection with the closing of preferred stock offerings, and are capitalized at the time of payment. These costs are amortized using the straight line method over the term of the respective preferred stock series. This amortization expense is included in interest expense in the Fund's financial statements. Upon early termination of preferred stock, the remaining balance of unamortized fees related to such debt is accelerated into realized loss on redemption of mandatorily redeemable preferred stock on the Fund's Statement of Operations. Deferred issuance costs are presented on the Statement of Assets and Liabilities as a direct deduction from the related debt liability.

**NOTE 3. FAIR VALUE**

The Fund's assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820-10 at March 31, 2019, were as follows:

	<b>Fair Value Measurements at Reporting Date Using</b>				
<b>Assets (\$ in millions)</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>	
CLO debt	\$ —	\$ —	\$ 10.8	\$	10.8
CLO equity	—	—	526.7	—	526.7
Total investments at fair value <sup>(1)</sup>	—	—	537.4	—	537.4
Cash and cash equivalents	21.5	—	—	—	21.5
<b>Total assets at fair value</b>	<b>\$ 21.5</b>	<b>\$ —</b>	<b>\$ 537.4</b>	<b>\$</b>	<b>558.9</b>

(1) Totals may not sum due to rounding.

*Financial Instruments Disclosed, But Not Carried, At Fair Value*

The following table presents the carrying value and fair value of the Fund's financial liabilities disclosed, but not carried at fair value as of March 31, 2019 and the level of each financial liability within the fair value hierarchy:

<b>(\$ in millions)</b>	<b>Carrying Value</b>	<b>Fair Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Series 2023 Term Preferred Shares	\$ 86.4	\$ 92.1	\$ —	\$ 92.1	\$ —
New Series 2024 Term Preferred Shares	66.5	69.6	—	69.6	—
<b>Total</b>	<b>\$ 152.9</b>	<b>\$ 161.7</b>	<b>\$ —</b>	<b>\$ 161.7</b>	<b>\$ —</b>

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS**  
**March 31, 2019**

**NOTE 3. FAIR VALUE (cont.)**

*Significant Unobservable Inputs for Level 3 Investments*

In accordance with ASC 820-10, the following table provides quantitative information about the Fund's Level 3 fair value measurements as of March 31, 2019. The Fund's valuation policy, as described above, establishes parameters for the sources and types of valuation analysis, as well as the methodologies and inputs that the Fund uses in determining fair value. If the Board of Directors or OXLC Management determines that additional techniques, sources or inputs are appropriate or necessary in a given situation, such additional work may be undertaken. The weighted average calculations in the table below are based on the fair value within each respective valuation technique and methodology and asset category.

Assets	<b>Quantitative Information about Level 3 Fair Value Measurements</b>				Impact to Valuation from an Increase in Input <sup>(4)</sup>
	Fair Value as of March 31, 2019 (\$ in millions)	Valuation Techniques / Methodologies	Unobservable Input	Range / Weighted Average <sup>(3)</sup>	
CLO debt	\$ 10.8	Market quotes	NBIP <sup>(1)</sup>	80.3%-92.6% / 86.4%	NA
CLO equity	478.5	Market quotes	NBIP <sup>(1)</sup>	5.0%-97.5% / 57.6%	NA
	35.0	Recent Transaction	Actual trade	58.5%-86.0% / 68.3%	NA
	9.8	Yield Analysis	NBIP <sup>(1)</sup>	52.0%-69.0% / 57.6%	NA
	0.9	Liquidation Net Asset Value <sup>(5)</sup>	NBIP <sup>(1)</sup>	3.0%-6.0% / 2.0%	Increase
CLO equity - side letters	2.5	Discounted cash flow <sup>(2)</sup>		Discount rate <sup>(2)</sup> 13.4%-15.9% / 14.4%	Decrease
Total Fair Value for Level 3 Investments <sup>(6)</sup>	<u>\$ 537.4</u>				

- (1) The Fund generally uses non-binding indicative prices ("NBIP") provided by an independent pricing service or broker on or near the valuation date as the primary basis for the fair value determinations for CLO debt and equity investments, which may be adjusted for pending equity distributions as of the valuation date. These prices are non-binding, and may not be determinative of fair value. Each price is evaluated by the Board of Directors in conjunction with additional information compiled by OXLC Management, including performance and covenant compliance information as provided by the independent trustee.
- (2) The Fund will calculate the fair value of CLO equity side letters based upon the net present value of expected contractual payment streams discounted using estimated market yields for the equity tranche of the respective CLO vehicle.
- (3) Weighted averages are calculated based on fair value of investments.
- (4) The impact on fair value measurement of an increase in each unobservable input is in isolation. The discount rate is the rate used to discount future cash flows in a discounted cash flow calculation. An increase in discount rate, in isolation, would result in a decrease in a fair value measurement. Significant increases or decreases in any of the unobservable inputs in isolation may result in a significantly lower or higher fair value measurement.
- (5) The fair value of those CLO equity positions which have been optionally redeemed are generally valued using a liquidation net asset value basis which represents the estimated expected residual value of the CLO as of the end of the period.
- (6) Total may not sum due to rounding.

**OXFORD LANE CAPITAL CORP.**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2019**

**NOTE 3. FAIR VALUE (cont.)**

A reconciliation of the fair value of investments for the year ended March 31, 2019, utilizing significant unobservable inputs, is as follows:

(\$ in millions)	Collateralized Loan Obligation Debt Investments	Collateralized Loan Obligation Equity Investments	Total
Balance at March 31, 2018	\$ 12.7	\$ 469.9	\$ 482.6
Realized gains (losses) included in earnings	1.0	(3.9)	(2.9)
Unrealized depreciation included in earnings	(0.3)	(66.9)	(67.2)
Amortization of discounts and premiums	0.2	—	0.2
Purchases	34.9	462.7	497.6
Repayments and sales	(37.7)	(290.6)	(328.3)
Reductions to CLO equity cost value <sup>(1)</sup>	—	(44.5)	(44.5)
Transfers in and/or out of level 3	—	—	—
Balance at March 31, 2019 <sup>(2)</sup>	<u>\$ 10.8</u>	<u>\$ 526.7</u>	<u>\$ 537.4</u>
The amount of total gains for the period included in earnings attributable to the change in unrealized gains or losses related to our Level 3 assets still held at the reporting date and reported within the net change in unrealized gains or losses on investments in our Statement of Operations	<u>\$ (0.1)</u>	<u>\$ (66.4)</u>	<u>\$ (66.5)</u>

(1) Reduction to cost value on OXLC's CLO equity investments represents the difference between distributions received, or entitled to be received, for the year ended March 31, 2019, of approximately \$130.2 million and the effective yield interest income of approximately \$85.7 million. A reduction to cost value is not made for CLO warehouse investments.

(2) Totals may not sum due to rounding.

The Fund's policy is to recognize transfers in and transfers out of valuation levels as of the beginning of the reporting period. There were no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2019.

**NOTE 4. RELATED PARTY TRANSACTIONS**

Effective September 9, 2010, the Fund entered into the Investment Advisory Agreement with OXLC Management, a registered investment adviser under the Advisers Act. Oxford Funds is the managing member of OXLC Management and serves as the administrator of OXLC.

Effective September 9, 2010, the Fund entered into an agreement ("Administration Agreement") with Oxford Funds to serve as its administrator. Under the Administration Agreement, Oxford Funds performs, or oversees the performance of, the Fund's required administrative services, which include, among other things, being responsible for the financial records which the Fund is required to maintain and for preparation of the reports to the Fund's stockholders.

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
MARCH 31, 2019**

**NOTE 4. RELATED PARTY TRANSACTIONS (cont.)**

Pursuant to the Investment Advisory Agreement, the Fund has agreed to pay OXLC Management a fee for advisory and management services consisting of two components — a base management fee (the “Base Fee” or “Investment Advisory Fee”) and an incentive fee.

The base management fee is calculated at an annual rate of 2.00% of the Fund’s gross assets. For services rendered under the Investment Advisory Agreement, the base management fee is payable quarterly in arrears. The base management fee is calculated based on the average value of the Fund’s gross assets, at the end of the two most recently completed calendar quarters, and appropriately adjusted for any share issuances or repurchases during the current calendar quarter. Base management fees for any partial month or quarter will be appropriately pro-rated. For the year ended March 31, 2019, the Fund recognized a base management fee expense of approximately \$10.6 million. At March 31, 2019, the Fund had a base management fee payable of approximately \$2.3 million.

The incentive fee is calculated and payable quarterly in arrears based on the pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means income from securitization vehicles and investments, interest income from debt investments and any other income (including any other fees, such as commitment, origination, structuring, diligence and consulting fees or other fees that are received from an investment) accrued during the calendar quarter, minus the Fund’s operating expenses for the quarter (including the base management fee, expenses payable under the Administration Agreement to Oxford Funds, and any interest expense and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes accrued income that OXLC has not yet received in cash, such as the amount of any market discount it may accrete on debt instruments purchased below par value. Pre-incentive fee net investment income does not include any realized or unrealized capital gains or losses, and the Fund could incur incentive fees in periods when there is a net decrease in net assets from operations. Pre-incentive fee net investment income, expressed as a rate of return on the value of our net assets at the end of the immediately preceding calendar quarter, is compared to a hurdle of 1.75% per quarter (7.00% annualized). For such purposes, the Fund’s quarterly rate of return is determined by dividing its pre-incentive net investment income by its reported net assets as of the prior period end. OXLC’s net investment income used to calculate the incentive fee is also included in the amount of its gross assets used to calculate the 2.00% base management fee. The Fund pays OXLC Management an incentive fee with respect to the Fund’s pre-incentive fee net investment income in each calendar quarter as follows:

- No incentive fee in any calendar quarter in which the Fund’s pre-incentive fee net investment income does not exceed the hurdle of 1.75%;
- 100% of pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle but is less than 2.1875% in any calendar quarter (8.75% annualized). The Fund refers to this portion of the pre-incentive fee net investment income (which exceeds the hurdle but is less than 2.1875%) as the “catch-up”. The “catch-up” is meant to provide the investment adviser with 20% of the pre-incentive fee net investment income as if a hurdle did not apply if the net investment income exceeds 2.1875% in any calendar quarter; and
- 20% of the amount of pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized) is payable to OXLC Management (once the hurdle is reached and the “catch-up” is achieved, 20% of all pre-incentive fee net investment income thereafter is allocated to OXLC Management).

There is no offset in subsequent quarters for any quarter in which an incentive fee is not earned. For the year ended March 31, 2019, the Fund recognized incentive fee expense of approximately \$12.3 million. At March 31, 2019, the Fund had an incentive fee payable of approximately \$3.4 million.

Oxford Funds assists the Fund in determining and publishing the Fund’s net asset value, overseeing the preparation and filing of the Fund’s tax returns and the printing and dissemination of reports to the Fund’s stockholders, and generally overseeing the payment of the Fund’s expenses and the performance of administrative and professional services rendered to the Fund by others. Payments under the Administration Agreement are equal to an amount based upon the Fund’s allocable portion of Oxford Funds’ overhead in performing its obligations under the Administration Agreement, including rent, and the Fund’s allocable portion of the compensation of the Fund’s chief financial officer and any administrative support staff, including accounting personnel. Other expenses that are paid

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
MARCH 31, 2019**

**NOTE 4. RELATED PARTY TRANSACTIONS (cont.)**

by the Fund include legal, compliance, audit and tax services, market data services, excise taxes, if any, and miscellaneous office expenses. The Administration Agreement may be terminated by either party without penalty upon 60 days' written notice to the other party. The costs associated with the functions performed by OXLC's chief compliance officer are paid indirectly by the Fund pursuant to the terms of an agreement between the Fund and Alaric Compliance Services, LLC.

Until July 31, 2018, independent directors received an annual fee of \$75,000, which was increased to \$90,000 effective August 1, 2018. In addition, the independent directors receive \$2,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Board of Directors meeting, \$1,500 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Valuation Committee meeting and \$1,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Audit Committee meeting. The Chairman of the Audit Committee also receives an additional annual fee of \$10,000. No compensation is paid to directors who are interested persons of the Fund as defined in the 1940 Act.

Certain directors, officers and other related parties, including members of OXLC Management, owned, directly or indirectly, an aggregate 1.4% of the common stock of the Fund at March 31, 2019.

***Co-Investment Exemptive Relief***

On June 14, 2017, the Securities and Exchange Commission (the "SEC") issued an order permitting OXLC and certain of its affiliates to complete negotiated co-investment transactions in portfolio companies, subject to certain conditions (the "Order"). Subject to satisfaction of certain conditions to the Order, OXLC and certain of its affiliates are now permitted, together with any future business development companies, registered closed-end funds and certain private funds, each of whose investment adviser is OXLC's investment adviser or an investment adviser controlling, controlled by, or under common control with OXLC's investment adviser, to co-invest in negotiated investment opportunities where doing so would otherwise be prohibited under the 1940 Act, providing OXLC's stockholders with access to a broader array of investment opportunities.

Pursuant to the Order, OXLC is permitted to co-invest in such investment opportunities with its affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of its independent directors make certain conclusions in connection with a co-investment transaction, including, but not limited to, that (1) the terms of the potential co-investment transaction, including the consideration to be paid, are reasonable and fair to OXLC and its stockholders and do not involve overreaching in respect of OXLC or its stockholders on the part of any person concerned, and (2) the potential co-investment transaction is consistent with the interests of OXLC's stockholders and is consistent with OXLC's then-current investment objective and strategies.

**NOTE 5. CONCENTRATION OF CREDIT RISK**

The Fund places its cash in an overnight money market account and, at times, cash and cash equivalents may exceed the Federal Deposit Insurance Corporation insured limit. In addition, the Fund's portfolio may be concentrated in a limited number of investments, which will subject the Fund to a risk of significant loss if any of these investments defaults on its obligations if those sectors experience a market downturn.

**NOTE 6. DISTRIBUTIONS**

For the year ended March 31, 2019, the Fund declared and paid distributions on common stock of \$1.62 per share, or \$57,014,731. The Fund declared and paid distributions on common stock of \$1.605 per share, or \$41,516,720, for the year ended March 31, 2018. The tax character of distributions paid for the year ended March 31, 2019 represented, on an estimated basis, \$47,264,503 from ordinary income and \$9,750,228 from tax return of capital. For the year ended March 31, 2019, the amounts and sources of distributions reported are only estimates (based on an average of our three most recent years' reported tax character) and are not being provided for U.S. tax reporting purposes. Because the Fund believes the historical tax characteristic of distributions is the most useful information which is readily available, the Fund has used the average of the three most recent years in providing the estimates herein. However, the timing and character of distributions for U.S. federal income tax purposes (which are determined in accordance with the U.S. federal income tax



OXFORD LANE CAPITAL CORP.

NOTES TO FINANCIAL STATEMENTS  
MARCH 31, 2019

NOTE 6. DISTRIBUTIONS (cont.)

rules which may differ from GAAP) may be materially different than the historical information the Fund used in providing the estimates herein.

The tax character of distributions paid for the year ended March 31, 2018 represented, on an estimated basis, \$35,198,279 from ordinary income and \$6,318,441 from tax return of capital. The ultimate tax character of distributions is unknown until our tax return is filed. For the year ended March 31, 2019 and the year ended March 31, 2018 the Fund also declared and paid dividends on preferred stock of \$11,385,890 and \$11,626,167, respectively. The tax character of distributions paid on preferred stock represented ordinary income.

Pursuant to the Regulated Investment Company Modernization Act of 2010, the Fund is permitted to carry forward capital losses incurred in taxable years beginning after the date of enactment for an unlimited period. However, any losses incurred during those future taxable years will be required to be utilized prior to the losses incurred in pre-enactment taxable years, which carry an expiration date. As a result of this ordering rule, pre-enactment capital loss carryforwards may be more likely to expire unused. Additionally, post-enactment capital losses that are carried forward will retain their character as either short-term or long-term losses rather than being considered all short-term as under previous law.

For the fiscal year ended March 31, 2019, the Fund had available \$47,655,036 of long-term capital losses, which can be used to offset future capital gains. For the fiscal year ended March 31, 2019, the Fund utilized \$3,491,702 of capital loss carryforward. These losses represent post-RIC modernization losses not subject to expiration. Under the current law, capital losses related to securities realized after October 31 and prior to the Fund's fiscal year end may be deferred as occurring the first day of the following fiscal year. For the fiscal year ended March 31, 2019, the Fund had no losses to defer.

As of March 31, 2019, the estimated components of accumulated earnings on a tax basis were as follows:

Distributable ordinary income	\$	—
Distributable long-term capital gains (capital loss carry forward)		(47,655,036)
Unrealized depreciation on investments	\$	(72,022,456)
Other timing differences		(6,750)

The tax basis components of accumulated earnings differ from the amounts reflected in the Statement of Assets and Liabilities due to temporary book/tax differences primarily arising from investments in CLO equity investments and permanent book/tax differences attributable to CLO equity investments. For the year ended March 31, 2019, the permanent differences between financial and tax reporting were due to basis adjustments on the sale of CLO equity investments, resulting in an increase of distributions in excess of investment income of \$16,933,113, and an increase in accumulated net realized loss on investments of \$14,549,136. These amounts will be finalized before filing the federal tax return.

As of March 31, 2019, the aggregate gross unrealized appreciation for tax purposes was \$19,489,754, and aggregate gross unrealized depreciation was \$91,512,210. For tax purposes, the cost basis of the portfolio investments at March 31, 2019 was \$609,463,179.

NOTE 7. MANDATORILY REDEEMABLE PREFERRED STOCK

The Fund has authorized 10 million shares of mandatorily redeemable preferred stock, at a par value of \$0.01 per share, and had 6,345,416 shares issued and outstanding at March 31, 2019. Since 2012 and through June 2017, the Fund completed underwritten public offerings of its 7.50% Series 2023 Term Preferred Shares (the "Series 2023 Shares"); 8.125% Series 2024 Term Preferred Shares (the "Series 2024 Shares") and 6.75% Series 2024 Term Preferred Shares (the "New Series 2024 Shares"), collectively the "Term Preferred Shares" or "Term Shares". The Fund is required to redeem all of the outstanding Term Preferred Shares on their respective redemption dates, at a redemption price equal to \$25 per share plus an amount equal to accumulated but unpaid dividends, if any, to the date of the redemption. OXLC cannot effect any amendment, alteration, or repeal of the Fund's obligation to redeem all of the Term Shares without the prior unanimous vote or consent of the holders of such Term Shares. At any time on or after the optional redemption date, at the Fund's sole option, the Fund may redeem the Term Shares at a redemption price per share equal to the sum of the \$25 liquidation preference per share plus an amount equal to accumulated but unpaid dividends, if any, on such Term Shares. The Fund, with the authorization by the Board of Directors, may repurchase any of the Term Preferred Shares from time to time in the open market and effectively extinguish the debt.

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
MARCH 31, 2019**

**NOTE 7. MANDATORILY REDEEMABLE PREFERRED STOCK (cont.)**

On June 14, 2017, the Fund completed an underwritten public offering of 2,729,415 shares of its newly designated New Series 2024 Shares at a public offering price of \$25 per share, raising \$68.2 million in gross proceeds. The New Series 2024 Shares are listed on the NASDAQ Global Select Market and trade under the symbol “OXLCM”.

On July 14, 2017 (the “Redemption Date”), the Fund redeemed all of the issued and outstanding shares (an aggregate of 2,020,179 shares) of the Series 2024 Shares for a redemption price of \$25 per share plus \$0.07336 in accrued but unpaid dividends per share to the Redemption Date, for an aggregate redemption price of \$25.07336 per share. In connection with the July 14, 2017 redemption of approximately \$50.5 million of the Series 2024 Shares, the Fund incurred redemption costs of approximately \$1.7 million, which consisted of accelerated deferred issuance costs.

The Fund’s Term Preferred Share activity for the year ended March 31, 2019, was as follows:

	<b>Series 2023 Term Preferred Shares</b>	<b>New Series 2024 Term Preferred Shares</b>	<b>Total</b>
Shares outstanding at March 31, 2018	3,616,001	2,729,415	6,345,416
Shares issued	—	—	—
Shares redeemed	—	—	—
Shares outstanding at March 31, 2019	<u>3,616,001</u>	<u>2,729,415</u>	<u>6,345,416</u>

The Fund’s Term Preferred Share balances as of March 31, 2019, were as follows:

	<b>Series 2023 Term Preferred Shares</b>	<b>New Series 2024 Term Preferred Shares</b>	<b>Total</b>
Principal value	\$ 90,400,025	\$ 68,235,375	\$ 158,635,400
Deferred issuance cost	(1,486,110)	(1,753,085)	(3,239,195)
Discount	(2,465,063)	—	(2,465,063)
Carrying value	<u>\$ 86,448,852</u>	<u>\$ 66,482,290</u>	<u>\$ 152,931,142</u>
Fair value <sup>(1)</sup>	<u>\$ 92,135,705</u>	<u>\$ 69,600,083</u>	<u>\$ 161,735,788</u>
Fair value price per share <sup>(1)</sup>	\$ 25.48	\$ 25.50	—

(1) Represents the—March 31, 2019 closing market price per share of each respective series of Term Preferred Shares on the NASDAQ Global Select Market.

The terms of the Fund’s Term Preferred Share offerings are as set forth in the table below:

	<b>Series 2023 Term Preferred Shares</b>	<b>New Series 2024 Term Preferred Shares</b>
Offering price per share	\$ 25.00	\$ 25.00
Term redemption date	June 30, 2023	June 30, 2024
Term redemption price per share	\$ 25.00	\$ 25.00
Optional redemption date	June 30, 2016	June 30, 2020
Stated interest rate	7.50%	6.75%

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
MARCH 31, 2019**

**NOTE 7. MANDATORILY REDEEMABLE PREFERRED STOCK (cont.)**

The Fund's Term Preferred Shares had no accrued interest payable at March 31, 2019. Deferred issuance costs represent underwriting fees and other direct costs incurred that are related to the Fund's Term Preferred Shares. As of March 31, 2019, OXLC had a deferred debt issuance cost balance of approximately \$3.2 million related to the issuance of the Term Preferred Shares. Aggregate net discount on the Series 2023 Shares at the time of issuance totaled approximately \$5.3 million. As of March 31, 2019 OXLC had an unamortized discount balance of approximately \$2.5 million. These amounts are amortized and are included in interest expense in the Statement of Operations over the term of the respective shares. The realized gain on redemption of debt incurred in prior periods was reclassified from Interest expense in the Statement of Operations to conform with the current period presentation.

The table below summarizes the components of interest expense, effective interest rates and cash paid on the Term Preferred Shares for the year ended March 31, 2019:

	<b>Series 2023 Term Preferred Shares</b>	<b>New Series 2024 Term Preferred Shares</b>	<b>Total</b>
Stated interest expense <sup>(1)</sup>	\$ 6,780,002	\$ 4,605,888	\$ 11,385,890
Amortization of deferred issuance costs.	349,504	333,616	683,121
Discount expense	565,592	—	565,592
Total interest expense	<u>\$ 7,695,098</u>	<u>\$ 4,939,504</u>	<u>\$ 12,634,603</u>
Effective interest rate <sup>(2)</sup>	8.51%	7.24%	7.88%
Cash paid for interest	\$ 6,780,002	\$ 4,605,888	\$ 11,385,890

(1) Stated interest is composed of distributions declared and paid of approximately \$11.4 million for the year ended March 31, 2019.

(2) Represents the weighted average effective rate for each respective series of Term Preferred Shares.

**NOTE 8. BORROWINGS RELATED TO SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE**

On January 2, 2018, the Fund entered into a Master Repurchase Agreement ("MRA") with Nomura Securities International, Inc. ("Nomura"). Pursuant to the MRA and a transaction confirmation, Oxford Lane entered into a repurchase transaction (the "Repo") with Nomura pursuant to which the Fund sold CLO securities to Nomura with a market value of approximately \$106.2 million, at January 2, 2018, for a purchase price of approximately \$42.5 million. At the end of the Repo term, the Fund is obligated to repurchase those securities from Nomura, and Nomura is obligated to sell the securities to the Fund, for the original purchase price of \$42.5 million plus accrued but unpaid funding costs. The Repo had a nine-month term, from trade date, that may be extended by mutual agreement. The Repo has a funding cost of 3-month LIBOR plus 3.15 percent per annum, which may be adjusted in the event of an extension of the Repo term. On October 11, 2018, the MRA was amended and restated to extend the Repo term. Under this agreement, the term of the Repo was extended until July 2, 2019. The Fund treats the transaction as a secured financing for financial reporting purposes in accordance with GAAP. See also "Note 16. Subsequent Events."

As of March 31, 2019, and pursuant to the terms of the MRA with Nomura, the Fund had an interest payable of approximately \$0.6 million. In connection with the Repo funding costs, the Fund recognized interest expense of approximately \$2.4 million for the year ended March 31, 2019.

**OXFORD LANE CAPITAL CORP.**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2019**

**NOTE 8. BORROWINGS RELATED TO SECURITIES SOLD UNDER AGREEMENT TO REPURCHASE (cont.)**

The following table presents information about certain assets and liabilities representing financial instruments as of March 31, 2019:

	Gross and Net amounts presented in the Statement of Assets and Liabilities	Amounts not offset in the Statement of Assets and Liabilities		Net amount
		Financial instruments	Securities collateral	
<b>Liabilities</b>				
Securities sold under agreements to repurchase	\$ (42,493,500)	\$ —	\$ 42,493,500	\$ —
	<u>\$ (42,493,500)</u>	<u>\$ —</u>	<u>\$ 42,493,500</u>	<u>\$ —</u>

The following table summarizes the Fund's outstanding borrowings by remaining maturity as of March 31, 2019:

Remaining Maturity	Remaining Contractual Maturity of the Agreements				Total
	Overnight and Continuous	Up to 30 days	30 - 90 days	Greater Than 90 days	
Borrowings related to securities sold under agreement to repurchase CLO equity investments	\$ —	\$ —	\$ —	\$ 42,493,500	\$ 42,493,500
Total borrowings related to securities sold under agreement to repurchase	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 42,493,500</u>	<u>\$ 42,493,500</u>

The following table presents the principal value, carrying value and fair value of the Fund's securities sold under its outstanding borrowing agreement to repurchase as of March 31, 2019:

	Principal Amount Pledged	Carrying Value	Fair Value	% of Net Assets
Madison Park Fund XLI, Ltd. (fka: Atrium XII CLO) - CLO subordinated notes	\$ 34,762,500	\$ 24,171,426	\$ 25,376,625	7.17%
Madison Park Funding XXIX, Ltd. - CLO subordinated notes	17,000,000	14,935,777	15,300,000	4.32%
Madison Park Funding XXX, Ltd. - CLO subordinated notes	17,550,000	16,091,913	17,116,035	4.84%
Midocean Credit CLO VI - CLO income notes	24,700,000	21,239,806	15,561,000	4.40%
OZLM XIV, Ltd. - CLO subordinated notes	10,000,000	8,242,555	5,830,609	1.65%
THL Credit Wind River 2017-1 CLO Ltd. - CLO subordinated notes	12,000,000	10,232,086	7,680,000	2.17%
	<u>\$ 116,012,500</u>	<u>\$ 94,913,563</u>	<u>\$ 86,864,269</u>	<u>24.55%</u>

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
MARCH 31, 2019**

**NOTE 9. PURCHASES, SALES AND REPAYMENTS OF SECURITIES**

Purchases of securities totaled approximately \$497.6 million, comprised of approximately \$480.2 million of purchases for the year ended March 31, 2019 and approximately \$17.4 million of purchases unsettled as of March 31, 2019. The Fund's sales and repayments of securities totaled approximately \$328.4 million, comprised of approximately \$230.3 million of sales, approximately \$4.8 million of securities sold not settled, and approximately \$93.3 million of repayments, excluding short-term investments, for the year ended March 31, 2019.

**NOTE 10. COMMITMENTS AND CONTINGENCIES**

In the normal course of business, the Fund enters into a variety of undertakings containing a variety of warranties and indemnifications that may expose the Fund to some risk of loss. The risk of future loss arising from such undertakings, while not quantifiable, is expected to be remote. As of March 31, 2019, the Fund did not have any commitments outstanding to purchase.

The Fund is not currently subject to any material legal proceedings. From time to time, the Fund may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of the Fund's rights under contracts with its portfolio companies. While the outcome of these legal proceedings, if any, cannot be predicted with certainty, the Fund does not expect that these proceedings will have a material effect upon its financial condition or results of operations.

**NOTE 11. INDEMNIFICATION**

Under the Fund's organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, in the normal course of business the Fund enters into contracts that contain a variety of representations which provide general indemnifications. The Fund's maximum exposure under these agreements cannot be known, however, the Fund expects any risk of loss to be remote.

**NOTE 12. FINANCIAL HIGHLIGHTS**

Financial highlights for the years ended March 31, 2019, 2018, 2017, 2016, 2015 are as follows:

	<u>Year Ended March 31, 2019</u>	<u>Year Ended March 31, 2018</u>	<u>Year Ended March 31, 2017</u>	<u>Year Ended March 31, 2016</u>	<u>Year Ended March 31, 2015</u>
<b>Per Share Data</b>					
Net asset value at beginning of period	\$ 10.08	\$ 10.20	\$ 7.04	\$ 14.08	\$ 16.26
Net investment income <sup>(1)</sup>	1.41	1.61	1.54	1.64	1.37
Net realized and unrealized (losses) gains <sup>(2)</sup>	(1.92)	(0.12)	3.87	(6.28)	(1.14)
Total from investment operations	(0.51)	1.49	5.41	(4.64)	0.23
Distributions of net investment income <sup>(3)</sup>	(1.34)	(1.36)	(2.40)	(2.44)	(2.26)
Distributions from realized gain on investments <sup>(3)</sup>	—	—	—	—	(0.14)
Distributions of return of capital <sup>(3)</sup>	(0.28)	(0.25)	—	—	—
Distributions per share based on weighted average share impact <sup>(3)</sup>	(0.02)	(0.05)	(0.09)	(0.06)	(0.02)
Total distributions <sup>(3)</sup>	(1.64)	(1.66)	(2.49)	(2.50)	(2.42)
Effect of shares issued/repurchased, net of underwriting expense	0.40	0.06	0.25	0.11	0.02
Effect of offering costs	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Effect of shares issued/repurchased, net	0.39	0.05	0.24	0.10	0.01
Net asset value at end of period	<u>\$ 8.32</u>	<u>\$ 10.08</u>	<u>\$ 10.20</u>	<u>\$ 7.04</u>	<u>\$ 14.08</u>

**OXFORD LANE CAPITAL CORP.**

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MARCH 31, 2019**

**NOTE 12. FINANCIAL HIGHLIGHTS (cont.)**

	Year Ended March 31, 2019	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015
Per share market value at beginning of period	\$ 10.13	\$ 11.13	\$ 8.45	\$ 14.82	\$ 16.70
Per share market value at end of period	\$ 9.84	\$ 10.13	\$ 11.13	\$ 8.45	\$ 14.82
Total return based on market value <sup>(4)</sup>	13.47%	6.41%	66.38%	(28.97)%	3.34%
Total return based on net asset value <sup>(5)</sup>	(1.39)%	14.56%	78.98%	(32.95)%	1.35%
Shares outstanding at end of period	42,547,801	28,768,899	22,751,432	18,751,696	15,972,381

**Ratios/Supplemental Data**

Net assets at end of period (000's)	\$ 353,832	\$ 289,930	\$ 232,048	\$ 131,950	\$ 224,933
Average net assets (000's)	\$ 315,037	\$ 254,893	\$ 173,005	\$ 185,211	\$ 239,703
Ratio of net investment income to average daily net assets	15.58%	15.83%	17.78%	15.57%	8.88%
Ratio of expenses to average daily net assets	12.80%	13.52%	15.71%	16.60%	10.58%
Portfolio turnover rate <sup>(6)</sup>	64.97%	53.42%	69.08%	32.02%	69.05%

- (1) Represents net investment income per share for the period, based upon average shares outstanding.
- (2) Net realized and unrealized capital gains and losses based upon average shares outstanding include adjustments to reconcile change in net asset value per share.
- (3) Management monitors available taxable earnings, including net investment income and realized capital gains, to determine if a tax return of capital may occur for the year. To the extent the Fund's taxable earnings fall below the total amount of the Fund's distributions for that fiscal year, a portion of those distributions may be deemed a tax return of capital to the Fund's stockholders. The ultimate tax character of the Fund's earnings cannot be determined until tax returns are prepared after the end of the fiscal year. The information provided is based on estimates available at each respective fiscal year end, see "Note 6. Distributions".
- (4) Total return based on market value is calculated assuming that shares of the Fund's common stock were purchased at the market price as of the beginning of the period, and that distribution, capital gains and other distributions were reinvested as provided for in the Fund's distribution reinvestment plan, excluding any discounts, and that the total number of shares were sold at the closing market price per share on the last day of the period. The computation does not reflect any sales commission investors may incur in purchasing or selling shares of the Fund.
- (5) Total return based on net asset value ("NAV") is the change in ending NAV per share plus distributions per share paid during the period assuming participation in the Fund's dividend reinvestment plan divided by the beginning NAV per share.
- (6) Portfolio turnover rate is calculated using the lesser of the year-to-date purchases or sales and repayments of investments divided by the monthly average of the fair value of total investments. Excluded from both numerator and denominator is the fair value of all investments whose maturity date was one year or less.

**NOTE 13. RISKS AND UNCERTAINTIES**

The U.S. capital markets have experienced periods of volatility and disruption. Disruptions in the capital markets tend to increase the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets. The Fund believes these conditions may reoccur in the future. A prolonged period of market illiquidity may have an adverse effect on the Fund's business, financial condition and results of operations. Adverse economic conditions could also limit the Fund's access to the capital markets or result in a decision by lenders not to extend credit to the Fund. These events could limit the Fund's investment purchases, limit the Fund's ability to grow and negatively impact the Fund's operating results.

OXLC Management's investment team also presently manages the portfolios of Oxford Square Capital Corp., a publicly-traded business development company that invests principally in the debt of U.S.-based companies and CLOs. Additionally,

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
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**NOTE 13. RISKS AND UNCERTAINTIES (cont.)**

the OXLC Management's investment team manages the portfolio of Oxford Bridge, LLC, Oxford Bridge II, LLC, and Oxford Gate Master Fund, LLC, limited liability companies that invest principally in the equity of CLOs. In certain instances, the Fund may co-invest on a concurrent basis with affiliates of its investment adviser, subject to compliance with applicable regulations and regulatory guidance and our written allocation policies. On June 14, 2017, the SEC issued the Order permitting us and certain of our affiliates to complete negotiated co-investment transactions in portfolio companies, subject to certain conditions. Subject to satisfaction of certain conditions to the Order, we and certain of our affiliates are now permitted, together with any future business development companies, registered closed-end funds and certain private funds, each of whose investment adviser is our investment adviser or an investment adviser controlling, controlled by, or under common control with our investment adviser, to co-invest in negotiated investment opportunities where doing so would otherwise be prohibited under the 1940 Act, providing our stockholders with access to a broader array of investment opportunities. Pursuant to the Order, we are permitted to co-invest in such investment opportunities with our affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of our independent directors make certain conclusions in connection with a co-investment transaction, including, but not limited to, that (1) the terms of the potential co-investment transaction, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching in respect of us or our stockholders on the part of any person concerned, and (2) the potential co-investment transaction is consistent with the interests of our stockholders and is consistent with our then-current investment objective and strategies.

Given the structure of the Fund's Investment Advisory Agreement with OXLC Management, any general increase in interest rates will likely have the effect of making it easier for OXLC Management to meet the quarterly hurdle rate for payment of net investment income incentive fees under the Investment Advisory Agreement without any additional increase in relative performance on the part of the Fund's investment adviser. In addition, in view of the catch-up provision applicable to income incentive fees under the Investment Advisory Agreement, OXLC Management could potentially receive a significant portion of the increase in the Fund's investment income attributable to such a general increase in interest rates. If that were to occur, the Fund's increase in net earnings, if any, would likely be significantly smaller than the relative increase in OXLC Management's net investment income incentive fee resulting from such a general increase in interest rates.

The Fund's portfolio consists of equity and junior debt investments in CLO vehicles, which involve a number of significant risks. CLO vehicles are typically highly levered, and therefore the junior debt and equity tranches that the Fund invests in are subject to a higher degree of risk of total loss. As of March 31, 2019, the CLO vehicles in which the Fund was invested had average leverage of 10.6 times and ranged from approximately 6.0 times to 14.5 times levered. In particular, investors in CLO vehicles indirectly bear risks of the underlying debt investments held by such CLO vehicles.

The Fund generally has the right to receive payments only from the CLO vehicles, and generally does not have direct rights against the underlying borrowers or the entity that sponsored the CLO vehicle. While the CLO vehicles the Fund targets generally enable the investor to acquire interests in a pool of senior loans without the expenses associated with directly holding the same investments, the Fund generally pays a proportionate share of the CLO vehicles' administrative and other expenses. Although it is difficult to predict whether the prices of indices and securities underlying CLO vehicles will rise or fall, these prices (and, therefore, the prices of the CLO vehicles) will be influenced by the same types of political and economic events that affect issuers of securities and capital markets generally. The failure by a CLO vehicle in which we invest to satisfy certain financial covenants, including with respect to adequate collateralization and/or interest coverage tests, could lead to a reduction in its payments to us. In the event that a CLO vehicle fails certain tests, holders of debt senior to us may be entitled to additional payments that would, in turn, reduce the payments we would otherwise be entitled to receive. Separately, OXLC may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting CLO vehicle or any other investment we may make. If any of these occur, it could materially and adversely affect the Fund's operating results and cash flows.

The interests the Fund has acquired in CLO vehicles are generally thinly traded or have only a limited trading market. CLO vehicles are typically privately offered and sold, even in the secondary market. As a result, investments in CLO vehicles may be characterized as illiquid securities. In addition to the general risks associated with investing in debt securities, CLO vehicles carry additional risks, including, but not limited to: (i) the possibility that distributions from collateral securities will not be

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**NOTES TO FINANCIAL STATEMENTS  
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**NOTE 13. RISKS AND UNCERTAINTIES (cont.)**

adequate to make interest or other payments; (ii) the quality of the collateral may decline in value or default; (iii) the fact that the Fund's investments in CLO tranches will likely be subordinate to other senior classes of note tranches thereof; and (iv) the complex structure of the security may not be fully understood at the time of investment and may produce disputes with the CLO vehicle or unexpected investment results. The Fund's net asset value may also decline over time if the Fund's principal recovery with respect to CLO equity investments is less than the price that the Fund paid for those investments.

Section 941 of the Dodd-Frank Wall Street Reform and Consumer Protection Act added a provision to the Securities Exchange Act of 1934, as amended (the "1934 Act"), requiring the seller, sponsor or securitizer of a securitization vehicle to retain no less than five percent of the credit risk in assets it sells into a securitization and prohibiting such securitizer from directly or indirectly hedging or otherwise transferring the retained credit risk. The responsible federal agencies adopted final rules implementing these restrictions on October 22, 2014. The risk retention rules became effective with respect to CLOs two years after publication in the Federal Register. Under the final rules, the asset manager of a CLO is considered the sponsor of a securitization vehicle and is required to retain five percent of the credit risk in the CLO, which may be retained horizontally in the equity tranche of the CLO or vertically as a five percent interest in each tranche of the securities issued by the CLO.

Although the final rules contain an exemption from such requirements for the asset manager of a CLO if, among other things, the originator or lead arranger of all of the loans acquired by the CLO retain such risk at the asset level and, at origination of such asset, takes a loan tranche of at least 20% of the aggregate principal balance, it is possible that the originators and lead arrangers of loans in this market will not agree to assume this risk or provide such retention at origination of the asset in a manner that would provide meaningful relief from the risk retention requirements for CLO managers.

The Fund believes that the U.S. risk retention requirements imposed for CLO managers under Section 941 of the Dodd-Frank Wall Street Reform and Consumer Protection Act has created some uncertainty in the market in regard to future CLO issuance. Given that certain CLO managers may require capital provider partners to satisfy this requirement, the Fund believes that this may create opportunities and additional risks for the Fund in the future.

On February 9, 2018, a panel of the United States Court of Appeals for the District of Columbia Circuit ruled that the federal agencies exceeded their authority under the Dodd-Frank Wall Street Reform and Consumer Protection Act in adopting the final rules as applied to asset managers of open-market CLOs. On April 5, 2018, the United States District Court for the District of Columbia entered an order implementing the D.C. Circuit Ruling and thereby vacated the U.S. Risk Retention Rules insofar as they apply to CLO managers of "open market CLOs".

Further, to the extent income from the Fund's CLO equity investments (which the Fund expects to decline as those vehicles deleverage after the end of their respective reinvestment periods) declines or if the Fund transitions its portfolio into lower yielding investments, the Fund's ability to pay future distributions may be harmed.

An increase in LIBOR would materially increase the CLO vehicles' financing costs. However, since most of the collateral positions within the CLO investments have LIBOR floors below LIBOR currently, there may be corresponding increases in investment income with an increase in LIBOR. On July 27, 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. It is unclear if at that time whether or not LIBOR will cease to exist or if new methods of calculating LIBOR will be established such that it continues to exist after 2021. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large US financial institutions, is considering replacing U.S. dollar LIBOR with a new index calculated by short-term repurchase agreements, backed by Treasury securities, called the Secured Overnight Financing Rate ("SOFR"). The first publication of SOFR was released in April 2018. Whether or not SOFR attains market traction as a LIBOR replacement remains a question and the future of LIBOR at this time is uncertain. If LIBOR ceases to exist, the loans within the CLO structures in which we invest with credit agreements extending beyond 2021 that utilize LIBOR as a factor in determining interest rate may be renegotiated to replace LIBOR with the new standard established. Similarly, the CLOs in which we invest with agreements extending beyond 2021 which use LIBOR as a factor in determining interest rate may be renegotiated to replace LIBOR with the new standard established.



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**NOTE 13. RISKS AND UNCERTAINTIES (cont.)**

OXLC Management anticipates that the CLO vehicles in which the Fund invests may constitute “passive foreign investment companies” (“PFICs”). If the Fund acquires shares in a PFIC (including equity tranche investments in CLO vehicles that are PFICs), the Fund may be subject to U.S. federal income tax on a portion of any “excess distribution” or gain from the disposition of such shares even if such income is distributed as a taxable dividend by the Fund to its stockholders. Certain elections may be available to mitigate or eliminate such tax on excess distributions, but such elections (if available) will generally require the Fund to recognize its share of the PFIC’s income for each year regardless of whether the Fund receives any distributions from such PFIC. The Fund must nonetheless distribute such income to maintain its tax treatment as a RIC.

If the Fund holds more than 10% of the shares in a foreign corporation that is treated as a controlled foreign corporation (“CFC”) (including equity tranche investments in a CLO vehicle treated as a CFC), the Fund may be treated as receiving a deemed distribution (taxable as ordinary income) each year from such foreign corporation in an amount equal to the Fund’s pro rata share of the corporation’s income for the tax year (including both ordinary earnings and capital gains). If the Fund is required to include such deemed distributions from a CFC in the Fund’s income, it will be required to distribute such income to maintain its RIC tax treatment regardless of whether or not the CFC makes an actual distribution during such year.

We may be required to include in our income our proportionate share of the income of certain CLO investments to the extent that such CLOs are PFICs for which we have made a qualifying electing fund (“QEF”) election or are CFCs. To qualify as a RIC, we must, among other things, derive in each taxable year at least 90% of our gross income from certain sources specified in the Code (the “90% Income Test”). The income inclusions from a QEF or a CFC will be “good income” for purposes of this 90% Income Test provided that they are derived in connection with our business of investing in stocks and securities or the QEF or the CFC distributes such income to us in the same taxable year to which the income is included in our income.

Legislation commonly referred to as the “Foreign Account Tax Compliance Act,” or “FATCA,” generally imposes a 30% withholding tax on payments of certain types of income to foreign financial institutions (“FFIs”) unless such FFIs either (i) enter into an agreement with the U.S. Treasury to report certain required information with respect to accounts held by U.S. persons (or held by foreign entities that have U.S. persons as substantial owners) or (ii) reside in a jurisdiction that has entered into an intergovernmental agreement (“IGA”) with the United States to collect and share such information and are in compliance with the terms of such IGA and any enabling legislation or regulations. The types of income subject to the tax include U.S. source interest and dividends. While existing U.S. Treasury regulations would also require withholding on payments of the gross proceeds from the sale of any property that could produce U.S. source interest or dividends, the U.S. Treasury Department has indicated in subsequent proposed regulations its intent to eliminate this requirement.

Most CLO vehicles in which OXLC invests will be treated as non-U.S. financial entities for this purpose, and therefore will be required to comply with these reporting requirements to avoid the 30% withholding tax. If a CLO vehicle in which OXLC invests fails to properly comply with these reporting requirements, it could reduce the amounts available to distribute to equity and junior debt holders in such CLO vehicle, which could materially and adversely affect OXLC’s operating results and cash flows.

If the Fund is required to include amounts in income prior to receiving distributions representing such income, the Fund may have to sell some of its investments at times and/or at prices management would not consider advantageous, raise additional debt or equity capital or forgo new investment opportunities. If the Fund is not able to obtain cash from other sources, it may fail to qualify for RIC tax treatment and thus become subject to corporate-level income tax. For additional discussion regarding the tax implications of a RIC, see “Note 2. Summary of Significant Accounting Policies — U.S. Federal Income Taxes”.

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**NOTE 13. RISKS AND UNCERTAINTIES (cont.)**

The Fund's Term Shares pay dividends at a fixed dividend rate. Prices of fixed income investments vary inversely with changes in market yields. The market yields on securities comparable to the Term Shares may increase, which would likely result in a decline in the secondary market price of such shares prior to the term redemption date. The Fund may be unable to pay dividends on the Term Shares under some circumstances. The terms of any future indebtedness OXLC may incur could preclude the payment of dividends in respect of equity securities, including such shares, under certain conditions.

As a registered closed-end investment company, OXLC is required to comply with the asset coverage requirements of the 1940 Act and the Articles Supplementary governing OXLC's Preferred Stock. Under the 1940 Act, the Fund may not issue additional Preferred Stock if immediately after such issuance the Fund will not have an asset coverage of at least 200% (defined as the ratio of the Fund's gross assets (less all liabilities and indebtedness not represented by senior securities) to its outstanding senior securities representing indebtedness, plus the aggregate involuntary liquidation preference of OXLC's outstanding Preferred Stock). In addition, the Articles Supplementary governing OXLC's Term Preferred Shares require that the Fund have an asset coverage of at least 200% as of the end of each fiscal quarter. If the asset coverage is not at least 200% as of such measurement dates, OXLC may not be able to incur additional debt or issue additional shares of Preferred Stock and could be forced to sell a portion of its investments to repurchase or redeem some shares of Preferred Stock when it is disadvantageous to do so, which could have a material adverse effect on the Fund's operations. Further, OXLC may be restricted from making distributions to holders of the Fund's common stock if the Fund does not have asset coverage of at least 200%.

Given the ten-year original terms, and potential for early redemption, of the Term Preferred Shares, holders of such shares may face an increased reinvestment risk, which is the risk that the return on an investment purchased with proceeds from the sale or redemption of such shares may be lower than the return previously obtained from the investment in such shares, see "Note 7. Mandatorily Redeemable Preferred Stock".

The Fund does not intend to have the Term Preferred Shares rated by any rating agency. Unrated securities usually trade at a discount to similar, rated securities. As a result, there is a risk that any such shares may trade at a price that is lower than they might otherwise trade if rated by a rating agency.

**NOTE 14. RECENT ACCOUNTING PRONOUNCEMENTS**

In August 2018, the SEC adopted the final rule under SEC Release No. 33-10532, *Disclosure Update and Simplification*, amending certain disclosure requirements that were redundant, duplicative, overlapping, outdated or superseded. The amendments are intended to facilitate the disclosure of information to investors and simplify compliance. The compliance date for the Amendments is for all filings on or after November 5, 2018. Management has adopted the amendments and included the required disclosures in the Fund's financial statements herein.

In August 2018, the FASB issued Accounting Standards Update ("ASU") 2018-13, Fair Value Measurement (Topic 820) — Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement ("ASU 2018-13") to improve the effectiveness of fair value measurement disclosures. This amendment modifies the disclosure requirements on fair value measurements based on the concepts in FASB Concepts Statement, *Conceptual Framework for Financial Reporting- Chapter 8: Notes to Financial Statements*. ASU 2018-13 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019 and early adoption is permitted. Management has adopted the amendments in ASU 2018-13 as of September 30, 2018. The adoption did not have a material impact on the Fund's financial statements and disclosures.

In March 2017, the FASB ASU 2017-08, Receivables — *Nonrefundable Fees and Other Costs* (Subtopic 310-20), *Premium Amortization on Purchased Callable Debt Securities* ("ASU 2017-08") which amends the amortization period for certain purchased callable debt securities held at a premium, shortening such period to the earliest call date. ASU 2017-08 does not require any accounting change for debt securities held at a discount; the discount continues to be amortized to maturity. ASU 2017-08 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Management adopted the new guidance as of April 1, 2018 and the adoption does not have a material impact on the Fund's financial statements and disclosures.

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
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**NOTE 14. RECENT ACCOUNTING PRONOUNCEMENTS (cont.)**

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash (a Consensus of the Emerging Issues Task Force)* (“ASU 2016-18”), which requires that the statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. ASU 2016-18 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. Management adopted the new guidance as of April 1, 2018 and the adoption did not have a material impact on the Fund’s financial statements and disclosures.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments (a Consensus of the Emerging Issues Task Force)* (“ASU 2016-15”), which is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. ASU 2016-15 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. Management adopted the new guidance as of April 1, 2018 and the adoption did not have a material impact on the Fund’s financial statements.

**NOTE 15. ISSUANCES OF COMMON STOCK**

The Fund sold a total of 13,496,082 shares of common stock pursuant to an “at-the-market” offering during the fiscal year ended March 31, 2019. The total amount of capital raised under these issuances was approximately \$141.7 million and net proceeds were approximately \$139.1 million after deducting the sales agent’s commissions and offering expenses.

The Fund sold a total of 6,017,467 shares of common stock pursuant to an “at-the-market” offering during the fiscal year ended March 31, 2018. The total amount of capital raised under these issuances was approximately \$62.5 million and net proceeds were approximately \$61.4 million after deducting the sales agent’s commissions and offering expenses.

For the year ended March 31, 2019, the Fund issued 282,820 shares of common stock in connection with the distribution reinvestment plan. For the year ended March 31, 2018, the Fund did not issue any shares of common stock in connection with the distribution reinvestment plan. For the year ended March 31, 2019 and the year ended March 31, 2018, as part of our distribution reinvestment plan for our common stockholders, our distribution reinvestment administrator purchased 140,996 shares and 223,180 shares, respectively, of our common stock for \$1.4 million and \$2.3 million, respectively, in the open market to satisfy the reinvestment portion of our distributions.

**NOTE 16. SUBSEQUENT EVENTS**

On May 1, 2019, the Board of Directors declared monthly distributions of \$0.135 per share on its common stock, as follows:

<b>Month Ending</b>	<b>Record Date</b>	<b>Payment Date</b>
July 31, 2019	July 24, 2019	July 31, 2019
August 31, 2019	August 23, 2019	August 30, 2019
September 30, 2019	September 23, 2019	September 30, 2019

**OXFORD LANE CAPITAL CORP.**

**NOTES TO FINANCIAL STATEMENTS  
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**NOTE 16. SUBSEQUENT EVENTS** (cont.)

On May 1, 2019, the Board of Directors declared the required monthly dividends on its Series 2023 and New Series 2024 Term Preferred Shares (each, a “Share”), as follows:

	<b>Per Share Dividend Amount Declared</b>	<b>Record Dates</b>	<b>Payable Dates</b>
<b>Series 2023</b>	\$ 0.15625	June 21, July 24, August 23	June 28, July 31, August 30
<b>New Series 2024</b>	\$ 0.140625	June 21, July 24, August 23	June 28, July 31, August 30

In accordance with their terms, each of the Series 2023 Shares and New Series 2024 Shares will pay a monthly dividend at a fixed rate of 7.50% and 6.75%, respectively, of the \$25.00 per share liquidation preference, or \$1.875 and \$1.6875 per share per year, respectively. This fixed annual dividend rate is subject to adjustment under certain circumstances, but will not in any case be lower than 7.50% and 6.75% per year, respectively, for each of the Series 2023 Shares and New Series 2024 Shares.

On May 1, 2019, the Company amended the Repo with Nomura to (i) extend the maturity date of the Repo from July 2, 2019 to January 2, 2020, and (ii) reduce the funding cost of the Repo from 3-month LIBOR plus 3.15% per annum to 3-month LIBOR plus 2.90% per annum effective as of July 2, 2019. In addition the Repo will be partially paid down on May 15, 2019 from \$42,493,500 to \$35,000,000.

The Fund has evaluated subsequent events through the date of issuance and noted no other events that necessitate adjustments to or disclosure in the financial statements.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Oxford Lane Capital Corp.

***Opinion on the Financial Statements***

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of Oxford Lane Capital Corp. (the “Fund”) as of March 31, 2019, the related statements of operations and cash flows for the year ended March 31, 2019, the statement of changes in net assets for each of the two years in the period ended March 31, 2019, including the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of March 31, 2019, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period ended March 31, 2019 in conformity with accounting principles generally accepted in the United States of America.

***Basis for Opinion***

These financial statements are the responsibility of the Fund’s management. Our responsibility is to express an opinion on the Fund’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of securities owned as of March 31, 2019 by correspondence with the custodian and brokers. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP  
New York, NY  
May 7, 2019

We have served as the auditor of Oxford Lane Capital Corp. since 2011.

## DISTRIBUTION REINVESTMENT PLAN

We have adopted a distribution reinvestment plan that provides for reinvestment of our distributions on behalf of our stockholders, unless a stockholder elects to receive cash as provided below. As a result, if our Board of Directors authorizes, and we declare, a cash distribution, our stockholders who have not opted out of our distribution reinvestment plan will have their cash distributions automatically reinvested in additional shares of our common stock, rather than receiving the cash distributions.

No action will be required on the part of a registered stockholder to have his cash distribution reinvested in shares of our common stock. A registered stockholder may elect to receive an entire distribution in cash by notifying Computershare Trust Company, N.A., the plan administrator and our transfer agent and registrar, by telephone, through the Internet or in writing so that such notice is received by the plan administrator no later than the record date for distributions to stockholders. The plan administrator will set up an account for shares acquired through the plan for each stockholder who has not elected to receive distributions in cash and hold such shares in non-certificated form. Upon request by a stockholder participating in the plan, received by telephone, through the Internet or writing prior to the record date, the plan administrator will, instead of crediting shares to the participant's account, issue a certificate registered in the participant's name for the number of whole shares of our common stock and a check for any fractional share, less any applicable fees.

Those stockholders whose shares are held by a broker or other financial intermediary may receive distributions in cash by notifying their broker or other financial intermediary of their election.

We expect to use primarily newly-issued shares to implement the plan, whether our shares are trading at a premium or at a discount to net asset value. Under such circumstances, the number of shares to be issued to a stockholder is determined by dividing the total dollar amount of the distribution payable to such stockholder by an amount equal to ninety-five (95%) percent of the market price per share of our common stock at the close of regular trading on the Nasdaq Global Select Market on the valuation date fixed by our Board of Directors for such distribution. Market price per share on that date will be the closing price for such shares on the Nasdaq Global Select Market or, if no sale is reported for such day, at the average of their electronically reported bid and asked prices. We reserve the right to purchase shares in the open market in connection with our implementation of the plan. Shares purchased in open market transactions by the plan administrator will be allocated to a stockholder based on the average purchase price, excluding any brokerage charges or other charges, of all shares of common stock purchased in the open market. The number of shares of our common stock to be outstanding after giving effect to payment of the distribution cannot be established until the value per share at which additional shares will be issued has been determined and elections of our stockholders have been tabulated.

There is no charge to stockholders for receiving their distributions in the form of additional shares of our common stock. Any transaction fees, brokerage charges, plan administrator's fees or any other charges for handling distributions in stock are paid by us. There are no brokerage charges with respect to shares we have issued directly as a result of distributions payable in stock. If a participant elects by telephonic, Internet or written notice to the plan administrator to have the plan administrator sell part or all of the shares held by the plan administrator in the participant's account and remit the proceeds to the participant, the plan administrator is authorized to deduct a \$2.50 transaction fee plus brokerage charges from the proceeds.

Stockholders who receive distributions in the form of stock are subject to the same federal, state and local tax consequences as are stockholders who elect to receive their distributions in cash. The amount of the distribution for U.S. federal income tax purposes will be equal to the fair market value of the stock received. A stockholder's basis for determining gain or loss upon the sale of stock received in a distribution from us will be equal to the amount treated as a distribution for U.S. federal income tax purposes.

The plan may be terminated by us upon notice in writing mailed to each participant at least 30 days prior to any record date for the payment of any dividend or distribution by us. All correspondence concerning the plan should be directed to the plan administrator as follows: through the Internet at [www.computershare/investor](http://www.computershare/investor), telephone number is 1-800-426-5523 and written correspondence can be mailed to Computershare Trust Company, N.A., P.O. Box 30170, College Station, TX 77845.

## MANAGEMENT

Our Board of Directors oversees our management. The Board of Directors currently consists of five members, three of whom are not “interested persons” of Oxford Lane Capital Corp. as defined in Section 2(a)(19) of the 1940 Act. We refer to these individuals as our independent directors. Our Board of Directors elects our officers, who serve at the discretion of the Board of Directors. The responsibilities of each director will include, among other things, the oversight of our investment activity, the quarterly valuation of our assets, and oversight of our financing arrangements. The Board of Directors has also established an Audit Committee and a Valuation Committee, and may establish additional committees in the future.

Our directors and officers and their principal occupations during the past five years are set forth below. Our prospectus includes additional information about our directors and is available without charge, upon request by calling (203) 983-5275, or on the Commission’s website at <http://www.sec.gov>.

### Board of Directors and Executive Officers

#### Directors

Information regarding the Board of Directors is as follows:

Name	Age	Position	Director Since	Expiration of Term
<b>Interested Directors</b>				
Jonathan H. Cohen	54	Chief Executive Officer and Director	2010	2019
Saul B. Rosenthal	50	President and Director	2010	2021
<b>Independent Directors</b>				
Mark J. Ashenfelter	59	Chairman of the Board of Directors	2010	2019
John Reardon	52	Director	2010	2020
David S. Shin	50	Director	2010	2021

The address for each of our directors is c/o Oxford Lane Capital Corp., 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830.

#### Executive Officers Who Are Not Directors

Name	Age	Position
Bruce L. Rubin	59	Chief Financial Officer, Treasurer and Corporate Secretary
Gerald Cummins	64	Chief Compliance Officer

### Biographical Information

#### Directors

Our directors have been divided into two groups — interested directors and independent directors. An interested director is an “interested person” as defined in Section 2(a)(19) of the 1940 Act.

#### Interested Directors

*Messrs. Cohen and Rosenthal are “interested persons” of Oxford Lane Capital as defined in the 1940 Act due to their positions as Chief Executive Officer and President, respectively, of Oxford Lane Capital and Oxford Lane Management, Oxford Lane Capital’s investment adviser, and as the managing member and non-managing member, respectively, of Oxford Funds, the administrator for Oxford Lane Capital.*

**Jonathan H. Cohen** has served as Chief Executive Officer of both Oxford Lane Capital Corp. and Oxford Lane Management since 2010. Mr. Cohen has also served since 2003 as Chief Executive Officer of both Oxford Square Capital Corp. (NasdaqGS: OXSQ), a publicly traded business development company, and Oxford Square Management, LLC, Oxford Square Capital Corp.’s investment adviser, and as the managing member of Oxford Funds. Since 2015 and 2018, respectively, Mr. Cohen has also served as the Chief Executive Officer of each of Oxford Bridge Management, LLC, or “Oxford Bridge Management,” the investment adviser to Oxford Bridge, LLC and Oxford Bridge II, LLC (collectively, the “Oxford Bridge Funds”), and Oxford Gate Management, LLC, or “Oxford Gate Management,” the investment adviser to Oxford Gate Master Fund, LLC, Oxford Gate, LLC and Oxford Gate

(Bermuda), LLC (collectively, the “Oxford Gate Funds”). The Oxford Bridge Funds and the Oxford Gate Funds are private investment funds. Mr. Cohen is also a member of the Board of Directors of Oxford Square Capital Corp. Previously, Mr. Cohen managed technology equity research groups at Wit Capital, Merrill Lynch, UBS and Smith Barney. Mr. Cohen is a member of the Board of Trustees of Connecticut College. Mr. Cohen received a B.A. in Economics from Connecticut College and an M.B.A. from Columbia University. Mr. Cohen’s depth of experience in managerial positions in investment management, securities research and financial services, as well as his intimate knowledge of our business and operations, gives our Board of Directors valuable industry-specific knowledge and expertise on these and other matters.

**Saul B. Rosenthal** has served as President of both Oxford Lane Capital Corp. and Oxford Lane Management since 2010. Mr. Rosenthal has also served as President since 2004 of Oxford Square Capital Corp. (NasdaqGS: OXSQ), a publicly traded business development company. Mr. Rosenthal has also served as President of Oxford Bridge Management, the investment adviser to the Oxford Bridge Funds and Oxford Gate Management, the investment adviser to the Oxford Gate Funds, since 2015 and 2018, respectively. Mr. Rosenthal was previously an attorney at the law firm of Shearman & Sterling LLP. Mr. Rosenthal serves on the boards of LiftForward, Inc. and the National Museum of Mathematics. Mr. Rosenthal received a B.S., magna cum laude, from the Wharton School of the University of Pennsylvania, a J.D. from Columbia University Law School, where he was a Harlan Fiske Stone Scholar, and a LL.M. (Taxation) from New York University School of Law. Mr. Rosenthal’s depth of experience in managerial positions in investment management, as well as his intimate knowledge of our business and operations, gives the Board of Directors the valuable perspective of a knowledgeable corporate leader.

## **Independent Directors**

*The following directors are not “interested persons” of Oxford Lane Capital, as defined in the 1940 Act.*

**Mark J. Ashenfelter** presently serves as a Senior Vice President and the General Counsel of Haebler Capital, a private investment company located in Greenwich, CT. Prior to joining Haebler Capital in 1994, Mr. Ashenfelter was an associate at Cravath, Swaine & Moore from 1985 to 1992 and Cadwalader, Wickersham & Taft from 1992 to 1994. Mr. Ashenfelter received a B.A., cum laude, from Harvard University, a J.D., magna cum laude, from New York Law School, where he was Managing Editor of the Law Review, and a LL.M. (Taxation) from New York University School of Law. Mr. Ashenfelter’s extensive corporate legal experience, particularly in connection with investment companies, provides our Board of Directors with valuable insight and perspective.

**John Reardon** is the principal of Reardon Consulting, LLP, which specializes in providing management consulting services to technology companies in the telecom, software, and cyber security industries. Mr. Reardon also serves as the Managing Director of Choctaw Telecom LLC. Previously, Mr. Reardon managed telecommunications companies in the mobile voice, data and engineering services markets as Chief Executive Officer and a member of the Board of Directors of Mobex Communications, Inc. from 2001 to 2005. From 1997 – 2001, he served as General Counsel and Secretary of the Board of Directors of Mobex Communications, Inc. Mr. Reardon began his career in telecom law at the boutique Washington, DC firm of Keller and Heckman, LLP. Mr. Reardon received a Bachelor of Arts degree, in Political Science, summa cum laude, from Boston University, and earned his J.D. from Columbia Law School. He is admitted to the New York State Bar and the Washington, DC Bar, and is the past president of the Columbia Law School Alumni Association of Washington, DC. Mr. Reardon’s extensive experience as a senior corporate executive provides our Board of Directors the perspective of a knowledgeable corporate leader.

**David S. Shin** presently serves as the Head of Business Development for the Infinity Transportation division of Global Atlantic Financial Group. Prior to this he was an asset management consultant to Innovatus Capital Partners, the manager of certain assets of Perella Weinberg Partners, a financial services firm. From 2011 to 2016, Mr. Shin was an asset management professional at Perella Weinberg Partners. From 2010 to 2011, Mr. Shin served as a Managing Director at Bentley Associates, an investment banking firm. Prior to joining Bentley Associates, Mr. Shin worked in the Global Real Estate Investment Banking Group at Deutsche Bank Securities from 2005 to 2008, and in the Real Estate & Lodging Group of Citigroup Global Markets from 2004 to 2005. Prior to that, Mr. Shin worked for William Street Advisors, LLC, a boutique financial advisory firm affiliated with Saratoga Management Company, from 2002 to 2004. After receiving his J.D. in 1995, Mr. Shin was a member of the Healthcare Group of Dean Witter Reynolds from 1995 to 1996, and was subsequently a member of the Mergers & Acquisitions Group of Merrill Lynch & Co. from 1996 to 2002. Mr. Shin started his career as a CPA in the Corporate Tax Department of KPMG Peat Marwick’s Financial Institutions Group, where he served from 1990 to 1992, before attending law school. Mr. Shin received a B.S., magna cum laude, from The Wharton School at the University of Pennsylvania and a J.D. from Columbia Law School. Mr. Shin’s extensive experience in investment banking provides the Board of Directors with valuable insights of an experienced and diligent financial professional, as well as a diverse perspective.



## Executive Officers Who Are Not Directors

**Bruce L. Rubin** has served as our Chief Financial Officer and Corporate Secretary since August 2015, and as our Treasurer and Controller since our initial public offering in 2011. Mr. Rubin has also served as Oxford Square Capital Corp.'s Controller since 2005, Oxford Square Capital Corp.'s Treasurer since 2009, and Oxford Square Capital Corp.'s Chief Financial Officer, Chief Accounting Officer and Corporate Secretary since August 2015. Mr. Rubin also currently serves as the Chief Financial Officer and Secretary of Oxford Lane Management, Oxford Square Management, LLC, Oxford Funds, Oxford Bridge Management, LLC, and Oxford Gate Management, LLC. From 1995 to 2003, Mr. Rubin was the Assistant Treasurer & Director of Financial Planning of the New York Mercantile Exchange, Inc., the largest physical commodities futures exchange in the world and has extensive experience with Sarbanes-Oxley, treasury operations and SEC reporting requirements. From 1989 to 1995, Mr. Rubin was a manager in financial operations for the American Stock Exchange, where he was primarily responsible for budgeting matters. Mr. Rubin began his career in commercial banking as an auditor primarily of the commercial lending and municipal bond dealer areas. Mr. Rubin received his BBA in Accounting from Hofstra University where he also obtained his M.B.A. in Finance.

**Gerald Cummins** has served as our Chief Compliance Officer, as well as the Chief Compliance Officer of Oxford Lane Management, Oxford Square Capital Corp., Oxford Square Management, LLC, since June 2015 pursuant to an agreement between us and Alaric Compliance Services, LLC ("Alaric"), a compliance consulting firm. Mr. Cummins also currently serves as the Chief Compliance Officer of Oxford Square Capital Corp., Oxford Square Management, Oxford Funds LLC, Oxford Bridge Management, LLC and Oxford Gate Management, LLC. Mr. Cummins has been a director of Alaric since June 2014 and in that capacity he also serves as the Chief Compliance Officer to a private equity firm. Prior to joining Alaric, Mr. Cummins was a consultant for Barclays Capital Inc. from 2012 to 2013, where he participated in numerous compliance projects on pricing and valuation, compliance assessments, and compliance policy and procedure development. Prior to his consulting work at Barclays, Mr. Cummins was from 2010 to 2011 the COO and the CCO for BroadArch Capital and from 2009 to 2011 the CFO and CCO to its predecessor New Castle Funds, a long-short equity asset manager. Prior to that, Mr. Cummins spent 25 years at Bear Stearns Asset Management (BSAM), where he was a Managing Director and held senior compliance, controllers and operations risk positions. Mr. Cummins graduated with a B.A. in Mathematics from Fordham University.

## Compensation of Directors

The following table sets forth compensation of our directors for the year ended March 31, 2019:

Name	Fees Earned <sup>(1)</sup>	All Other Compensation <sup>(2)</sup>	Total
<b>Interested Directors</b>			
Jonathan H. Cohen	—	—	—
Saul B. Rosenthal	—	—	—
<b>Independent Directors</b>			
Mark J. Ashenfelter	\$ 103,000	—	\$ 103,000
John Reardon	\$ 103,000	—	\$ 103,000
David S. Shin	\$ 113,000	—	\$ 113,000

(1) For a discussion of the independent directors' compensation, see below.

(2) We do not maintain a stock option plan, non-equity incentive plan or pension plan for our directors.

Until July 31, 2018, independent directors received an annual fee of \$75,000, which was increased to \$90,000 effective August 1, 2018. In addition, the independent directors receive \$2,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Board of Directors meeting, \$1,500 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Valuation Committee meeting and \$1,000 plus reimbursement of reasonable out-of-pocket expenses incurred in connection with attending each Audit Committee meeting. The Chairman of the Audit Committee also receives an additional annual fee of \$10,000. No compensation is paid to directors who are interested persons of the Fund as defined in the 1940 Act.

### **Compensation of Chief Executive Officer and Other Executive Officers**

We do not have a compensation committee because our executive officers do not receive any direct compensation from Oxford Lane Capital. Mr. Cohen, our Chief Executive Officer, and Mr. Rosenthal, our President, through their ownership interest in Oxford Funds, the managing member of Oxford Lane Management, are entitled to a portion of any profits earned by Oxford Lane Management, which includes any fees payable to Oxford Lane Management under the terms of the Investment Advisory Agreement, less expenses incurred by Oxford Lane Management in performing its services under the Investment Advisory Agreement. Messrs. Cohen and Rosenthal do not receive any additional compensation from Oxford Lane Management in connection with the management of our portfolio.

The compensation of Mr. Rubin, our Chief Financial Officer, Treasurer and Corporate Secretary, is paid by our administrator, Oxford Funds, subject to reimbursement by us of an allocable portion of such compensation for services rendered by Mr. Rubin to Oxford Lane Capital.

Mr. Cummins, our Chief Compliance Officer, is a director of Alaric, and performs his functions under the terms of an agreement between us and Alaric.

## BOARD APPROVAL OF THE INVESTMENT ADVISORY AGREEMENT

At an in-person meeting of our Board of Directors held on July 31, 2018, our Board of Directors unanimously voted to re-approve the Investment Advisory Agreement. In reaching a decision to approve the Investment Advisory Agreement, the Board of Directors reviewed a significant amount of information and considered and concluded, among other things:

- The nature, quality and extent of the advisory and other services to be provided to us by Oxford Lane Management, including the responses in a questionnaire regarding Oxford Lane Management's investment process and Oxford Lane Management's policies and guidelines currently in place to monitor and manage the risk and volatility associated with the Company's portfolio, and the qualifications and abilities of the professional personnel of Oxford Lane Management and the compensation structure for such personnel, and concluded that such services are satisfactory;
- The investment performance of OXLC and Oxford Lane Management including a comparison to the performance of OXLC's peer group, and concluded that OXLC's performance is reasonable in comparison to its peers;
- Comparative data with respect to advisory fees or similar expenses paid by other management investment companies with similar investment objectives, and concluded that the total advisory fees paid by OXLC to Oxford Lane Management were reasonable;
- Our historical and projected operating expenses and expense ratio compared to management investment companies with similar investment objectives, and concluded that our operating expenses were reasonable;
- Any existing and potential sources of indirect income to Oxford Lane Management or Oxford Funds from their relationships with OXLC and the profitability of those relationships, and concluded that Oxford Lane Management's profitability was not excessive with respect to us;
- The services to be performed and the personnel performing such services under the Investment Advisory Agreement, and concluded that the services to be performed and the personnel performing such services were satisfactory;
- The organizational capability and financial condition of Oxford Lane Management and its affiliates, and concluded that the organizational capability and financial condition of Oxford Lane Management were reasonable;
- The due diligence-related expenses, travel expenses, and expenses associated with investigating and monitoring investments, and concluded that such expenses were reasonable; and
- The possibility of obtaining similar services from other third party service providers or through an internally managed structure, and concluded that our current externally managed structure with Oxford Lane Management as our investment advisor was satisfactory.

Based on the information reviewed and the discussions detailed above, the Board of Directors, including all of the directors who are not "interested persons" as defined in the 1940 Act, concluded that the fees payable to Oxford Lane Management pursuant to the Investment Advisory Agreement were reasonable, and comparable to the fees paid by other management investment companies with similar investment objectives, in relation to the services to be provided. The Board of Directors did not assign relative weights to the above factors or the other factors considered by it. Individual members of the Board of Directors may have given different weights to different factors.

## SUBMISSION OF MATTERS TO A VOTE OF STOCKHOLDERS

The Fund held its Annual Meeting of Stockholders (the “Meeting”) on September 25, 2018 and submitted one matter to the vote of the stockholders. At the Meeting, stockholders elected two nominees for directors, to serve for a three-year term to expire at the 2021 Annual Meeting of Stockholders based on the following votes:

<b>Name</b>	<b>Votes for</b>	<b>Votes Withheld</b>
Saul B. Rosenthal <sup>(1)</sup>	32,589,223	2,457,536
David S. Shin <sup>(1)</sup>	31,239,555	3,807,204

(1) Mr. Rosenthal and Mr. Shin were elected by the holders of our common stock and preferred stock, voting together as a single class.

## ADDITIONAL INFORMATION

### Portfolio Information

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q, within sixty days after the end of the relevant period. Form N-Q filings of the Fund are available on the SEC's website at <http://www.sec.gov>. This information is also available free of charge by contacting the Fund by mail at 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830, by telephone at (203) 983-5275 or on its website at <http://www.oxfordlanecapital.com>.

### Proxy Information

A description of the policies and procedures that the Fund's investment adviser uses to determine how to vote proxies relating to the Fund's portfolio securities is available (i) without charge, upon request, by calling (203) 983-5275; (ii) on the Fund's website at <http://www.oxfordlanecapital.com>. Information about how the Fund's investment adviser voted proxies with respect to the Fund's portfolio securities during the most recent 12-month period ended March 31 can be obtained by making a written request for proxy voting information to: Chief Compliance Officer, Oxford Lane Management, LLC, 8 Sound Shore Drive, Suite 255, Greenwich, CT 06830. All information described in this paragraph is also available on the SEC's website at <http://www.sec.gov>.

### Tax Information

For tax purposes, distributions to stockholders during the year ended March 31, 2019 were approximately \$57.0 million.

### Privacy Policy

We are committed to protecting your privacy. This privacy notice, which is required by federal law, explains privacy policies of Oxford Lane Capital Corp. and its affiliated companies. This notice supersedes any other privacy notice you may have received from Oxford Lane Capital Corp., and its terms apply both to our current stockholders and to former stockholders as well.

We will safeguard, according to strict standards of security and confidentiality, all information we receive about you. With regard to this information, we maintain procedural safeguards that comply with federal standards.

Our goal is to limit the collection and use of information about you. When you purchase shares of our common stock, our transfer agent collects personal information about you, such as your name, address, social security number or tax identification number.

This information is used only so that we can send you annual reports, proxy statements and other information required by law, and to send you information we believe may be of interest to you.

We do not share such information with any non-affiliated third party except as described below:

- It is our policy that only authorized employees of our investment adviser, Oxford Lane Management, LLC, who need to know your personal information will have access to it.
- We may disclose stockholder-related information to companies that provide services on our behalf, such as record keeping, processing your trades, and mailing you information. These companies are required to protect your information and use it solely for the purpose for which they received it.
- If required by law, we may disclose stockholder-related information in accordance with a court order or at the request of government regulators. Only that information required by law, subpoena, or court order will be disclosed.

# Oxford Lane Capital Corp.

## BOARD OF DIRECTORS

Independent Directors

**Mark J. Ashenfelter, Chairman of the Board of Directors**

**John Reardon**

**David S. Shin**

Interested Directors<sup>(1)</sup>

**Jonathan H. Cohen**

**Saul B. Rosenthal**

## OFFICERS

**Jonathan H. Cohen, Chief Executive Officer**

**Saul B. Rosenthal, President**

**Bruce L. Rubin, Chief Financial Officer, Corporate Secretary and Treasurer**

**Gerald Cummins, Chief Compliance Officer**

## INVESTMENT ADVISER

**Oxford Lane Management, LLC**

**8 Sound Shore Drive, Suite 255**

**Greenwich, CT 06830**

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(1) As defined under the Investment Company Act of 1940, as amended.

**Oxford Lane Capital Corp.**

8 Sound Shore Drive, Suite 255 | Greenwich, CT 06830 | [oxfordlanecapital.com](http://oxfordlanecapital.com) | (203) 983-5275

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