

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* <u>Eagle Point Credit Management LLC</u> (Last) (First) (Middle) 600 STEAMBOAT ROAD, SUITE 202 (Street) GREENWICH, CT 06830 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Oxford Lane Capital Corp. [OXLC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/29/2021</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| 6.75% Series 2024 Term Preferred Stock (OXLCM) | 06/29/2021 | | S | | 3,543 ⁽¹⁾ | D | \$25.15 ⁽²⁾ | 213,543 ⁽¹⁾ | I | See footnote ⁽⁴⁾⁽⁵⁾⁽⁷⁾ |
| 6.25% Series 2027 Term Preferred Stock (OXLCP) | 06/29/2021 | | S | | 10,778 ⁽¹⁾ | D | \$24.91 ⁽³⁾ | 380,145 ⁽¹⁾ | I | See footnote ⁽⁴⁾⁽⁵⁾⁽⁷⁾ |
| 6.75% Notes due 2031, \$25.00 denominations (OXLCL) | | | | | | | | \$20,741,725 ⁽¹⁾ | I | See footnote ⁽⁵⁾⁽⁶⁾⁽⁷⁾ |
| 6.75% Series 2024 Term Preferred Stock (OXLCM) | | | | | | | | 9,450 ⁽¹⁾ | D ⁽⁸⁾ | |
| 6.25% Series 2027 Term Preferred Stock (OXLCP) | | | | | | | | 11,000 ⁽¹⁾ | D ⁽⁸⁾ | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
Eagle Point Credit Management LLC
 (Last) (First) (Middle)
 600 STEAMBOAT ROAD,
 SUITE 202
 (Street)
 GREENWICH, CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Majewski Thomas P.
 (Last) (First) (Middle)
 600 STEAMBOAT ROAD,
 SUITE 202
 (Street)

| | | |
|--|---------|----------|
| GREENWICH, | CT | 06830 |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| Eagle Point Credit GP I LP | | |
| (Last) | (First) | (Middle) |
| 600 STEAMBOAT RD SUITE 202 | | |
| (Street) | | |
| GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| Eagle Point DIF GP I LLC | | |
| (Last) | (First) | (Middle) |
| 600 STEAMBOAT ROAD, SUITE 202 | | |
| (Street) | | |
| GREENWICH, | CT | 06830 |
| (City) | (State) | (Zip) |

Explanation of Responses:

- The amount reported reflects the aggregate principal amount (based on face value), with respect to the notes, and the aggregate number of shares, with respect to the preferred stock.
- The price reported reflects the weighted average sales price per share. These securities were sold in multiple transactions at prices ranging from \$25.14 to \$25.23 per share, inclusive. Upon request by the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, the reporting person undertakes to provide full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote and each of the other applicable footnotes contained in this Form 4.
- The price reported reflects the weighted average sales price per share. These securities were sold in multiple transactions at prices ranging from \$24.90 to \$24.94 per share, inclusive.
- The securities are directly owned by certain private investment funds (the "Funds") managed by Eagle Point Credit Management ("EPCM"). Eagle Point Credit GP I LP and Eagle Point DIF GP I LLC (the "General Partners") serve as general partner to one or more of the Funds. Accordingly, EPCM and the General Partners could be deemed to have an indirect pecuniary interest in the securities held by the applicable Fund(s).
- Eagle Point Holdings LP ("EP Holdings") is the parent company of EPCM and each of the General Partners, and Thomas P. Majewski has certain economic rights with respect to EP Holdings (and EPCM) that could be deemed to give rise to an indirect pecuniary interest in the securities held by the Funds and the Accounts. Accordingly, each of the Reporting Persons could be deemed to have an indirect pecuniary interest in all or a portion of the securities sold that are reported herein.
- The securities are directly owned by the Funds and certain separately-managed client accounts (the "Accounts"). EPCM serves as investment manager to the Accounts and, due to the nature of the advisory relationship, could be deemed to have an indirect pecuniary interest in the securities held by each of the Accounts (as well as the securities held by the Funds).
- Each of the Reporting Persons hereby disclaims beneficial ownership of the securities described in this report pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934 (except, with respect to Mr. Majewski, to the extent of his direct pecuniary interest therein) and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any of the reported securities for purposes of Section 16 or for any other purpose.
- Thomas P. Majewski directly owns the securities in his personal capacity. None of the other Reporting Persons has a pecuniary interest in these securities.

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|---|----------------------------|
| /s/ Kenneth P. Onorio, Chief Financial Officer of Eagle Point Credit Management LLC | 06/29/2021 |
| /s/ Kenneth P. Onorio, Chief Financial Officer of Eagle Point DIF GP I LLC | 06/29/2021 |
| /s/ Kenneth P. Onorio, Chief Financial Officer of Eagle Point Credit GP I LP | 06/29/2021 |
| /s/ Thomas P. Majewski | 06/29/2021 |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.