

Oxford Lane Capital Corp.  
Form N-PX  
August 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number: **811-22432**

**Oxford Lane Capital Corp.**

(Exact name of registrant as specified in charter)

**8 Sound Shore Drive, Suite 255**

**Greenwich, CT 06830**

(Address of principal executive offices)

**Jonathan H. Cohen  
Chief Executive Officer  
Oxford Lane Capital Corp.  
8 Sound Shore Drive, Suite 255  
Greenwich, CT 06830**

(Name and address of agent for service)

Registrant's telephone number, including area code: **(203) 983-5275**

Date of fiscal year end: **March 31**

Date of reporting period: **July 1, 2013 – June 30, 2014**

**Item 1. Proxy Voting Record.**

The Registrant did not vote any proxies during the reporting period.

**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**OXFORD LANE CAPITAL CORP.**

By: /s/ Jonathan H. Cohen

Jonathan H. Cohen

Chief Executive Officer

Date: August 17, 2015

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1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3.  
Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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Common Stock, \$.50 par value 1,316 <sup>(1)</sup> D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Folkers Scott C WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436	Â	Â	Â VP-General Counsel & Secretary	Â

## Signatures

/s/ Scott C. 06/05/2012  
Folkers

\_\_Signature of Date  
Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

Grant of 1,500 restricted stock awards on March 23, 2011 under the Winnebago Industries, Inc. 2004 Incentive Compensation Plan, which plan is qualified under Rule 16b-3. Under this plan, the restricted stock awards vest in annual increments of one-third beginning (1) March 23, 2012. The first 500 shares of this award vested March 23, 2012 and reporting person elected to have 184 of the 500 shares withheld to cover the tax obligation incurred at the time of vesting, thus retaining 316 shares of the award. The remaining 1,000 shares of the award will vest in two annual increments of 500 shares each on March 23, 2013 and March 23, 2014, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.