

Oxford Lane Capital Corp.  
Form N-PX  
August 27, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-PX**

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

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

**Oxford Lane Capital Corp.**

(Exact name of registrant as specified in charter)

**8 Sound Shore Drive, Suite 255**

**Greenwich, CT 06830**

(Address of principal executive offices)

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

(Name and address of agent for service)

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

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

Date of reporting period: **July 1, 2017 – June 30, 2018**

**Item 1. Proxy Voting Record.**

**Issuer Name:** Telos CLO 2013-3

**Meeting Date:** July 17, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 87974GAA1

Proposal No.	Proposal	Oxford Lane Proposed Capital Corp. ("OXLC")		Vote Cast Sponsor
		By	Rec	
1	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Optional Redemption.	Manager	For	Consented Manager

**Issuer Name:** Telos CLO 2013-3

**Meeting Date:** July 17, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US87974GAB95

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
2	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Optional Redemption.	Manager	For	Consented Manager

**Issuer Name:** Telos CLO 2013-3

**Meeting Date:** July 17, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG87562AA56

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
3	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Optional Redemption.	Manager	For	Consented Manager



**Issuer Name:** CIFIC Funding 2014-III  
**Meeting Date:** July 19, 2017 (Record Date)

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** US12549TAA79

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
4	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** CIFIC Funding 2014-III  
**Meeting Date:** July 19, 2017 (Record Date)

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** USG2206CAA20

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
5	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Ares XLIII CLO  
**Meeting Date:** July 27, 2017 (Record Date)

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** 04017AAC4

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
6	This Supplemental Indenture request amended the indenture for several definitions to relating to Section 1.1 of the Indenture.	Manager For		Consented Manager

**Issuer Name:** Venture XIV CLO

**Meeting Date:** August 15, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US92328HAC88

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
7	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** OFSI Fund VII

**Meeting Date:** August 22, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 67107GAC9

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
8	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager For		Consented Manager

**Issuer Name:** AMMC CLO XII

**Meeting Date:** August 30, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US00176EAE77

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
9	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager For		Consented Manager

**Issuer Name:** Atrium XII

**Meeting Date:** September 5, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 04964YAE1

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
10	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Carlyle Global Market Strategies CLO 2013-2

**Meeting Date:** September 8, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 14310EAG0

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
11	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Carlyle Global Market Strategies CLO 2013-2

**Meeting Date:** September 8, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG19129AD03

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
12	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Telos CLO 2013-4

**Meeting Date:** September 14, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 87974JAA5

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
13	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Venture XXI CLO

**Meeting Date:** September 18, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US92330LAE11

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
14	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Venture XXI CLO

**Meeting Date:** September 18, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG93505AC29

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
15	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager



**Issuer Name:** Race Point IX CLO

**Meeting Date:** September 21, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 74981G300

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
16	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Telos CLO 2013-4

**Meeting Date:** September 26, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 87974JAA5

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
17	OXLC elected in favor of amending the Notice of Refinancing	Manager	For	Consented Manager

**Issuer Name:** Ivy Hill Middle Market Credit Fund VII

**Meeting Date:** September 27, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 46602YAC4

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
18	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** OFSI Fund VII

**Meeting Date:** October 3, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 67107GAC9

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
19	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Venture XXI CLO

**Meeting Date:** October 16, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US92330LAE11

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
20	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Venture XXI CLO

**Meeting Date:** October 16, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG93505AC29

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
21	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Ivy Hill Middle Market Credit Fund VII

**Meeting Date:** October 20, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 46602YAC4

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
22	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Atrium XII

**Meeting Date:** November 6, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 04964YAE1

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
23	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** AMMC CLO XII

**Meeting Date:** November 10, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US00176EAE77

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
24	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Carlyle Global Market Strategies CLO 2013-2

**Meeting Date:** November 30, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 14310EAG0

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
25	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Carlyle Global Market Strategies CLO 2013-2

**Meeting Date:** November 30, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG19129AD03

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
26	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Ares XXVI CLO

**Meeting Date:** December 8, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US04014MAC10

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
27	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager For		Consented Manager

**Issuer Name:** Ares XXVI CLO

**Meeting Date:** December 8, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG3292RAB09

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
28	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** CIFC Funding 2015-I

**Meeting Date:** December 18, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 12548NAG8

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
29	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Optional Redemption.	Manager	For	Consented Manager

**Issuer Name:** CIFC Funding 2015-I

**Meeting Date:** December 18, 2017 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG2201KAA90

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
30	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Optional Redemption.	Manager	For	Consented Manager

**Issuer Name:** Telos CLO 2013-4

**Meeting Date:** January 15, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 87974JAA5

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
31	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Battalion CLO VII

**Meeting Date:** March 8, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 07131YAC6

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
32	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager For		Consented Manager

**Issuer Name:** Mountain Hawk II CLO

**Meeting Date:** March 12, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 62405UAA2

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
33	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager For		Consented Manager

**Issuer Name:** Blue Hill CLO

**Meeting Date:** March 12, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US095559AC43

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
34	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Mountain Hawk II CLO

**Meeting Date:** March 28, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 62405UAA2

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
35	OXLC elected in favor of withdrawing the Notice of Refinancing	Manager	For	Consented Manager

**Issuer Name:** Battalion CLO VII

**Meeting Date:** April 2, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 07131YAC6

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
36	OXLC elected in favor of withdrawing the Notice of Refinancing	Manager	For	Consented Manager

**Issuer Name:** Venture XVII CLO  
**Meeting Date:** April 3, 2018 (Record Date)

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** USG93472AB78

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
37	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Venture XVII CLO  
**Meeting Date:** April 3, 2018 (Record Date)

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** US92330CAB72

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
38	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**Issuer Name:** Apex Credit CLO 2015-II  
**Meeting Date:** May 17, 2018 (Record Date)

**Meeting Type:** Written Consent  
**Ticker:** N/A

**CUSIP:** US46618PAC59

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
39	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager



**Issuer Name:** OZLM XII

**Meeting Date:** May 17, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US67109XAE67

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
40	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Battalion CLO VII

**Meeting Date:** May 31, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 07131YAC6

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
41	OXLC elected in favor of amending the Notice of Refinancing	Manager	For	Consented Manager

**Issuer Name:** Apidos CLO XXI

**Meeting Date:** June 4, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US03765RAE99

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
42	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Mountain Hawk II CLO

**Meeting Date:** June 13, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 62405UAA2

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
43	OXLC elected in favor of amending the Notice of Refinancing	Manager	For	Consented Manager

**Issuer Name:** Jamestown CLO III

**Meeting Date:** June 14, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG82292AC03

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
44	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Jamestown CLO III

**Meeting Date:** June 14, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US47047AAE38

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
45	OXLC elected in favor of an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Shackleton 2015-VII CLO

**Meeting Date:** June 15, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 81882CAC0

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
46	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** CIFIC Funding 2014-III

**Meeting Date:** June 19, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US12549TAA79

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
47	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** CIFIC Funding 2014-III

**Meeting Date:** June 19, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** USG2206CAA20

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
48	OXLC elected in favor of a refinancing of this deal via an Optional Redemption pursuant to the deal indenture.	Manager	For	Consented Manager

**Issuer Name:** Shackleton 2015-VII CLO

**Meeting Date:** June 21, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** 81882CAC0

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
49	OXLC elected in favor of partially withdrawing the Notice of Refinancing	Manager	For	Consented Manager

**Issuer Name:** Apidos CLO XXI

**Meeting Date:** June 25, 2018 (Record Date)

**Meeting Type:** Written Consent

**Ticker:** N/A

**CUSIP:** US03765RAE99

<b>Proposal No.</b>	<b>Proposal</b>	<b>Proposed OXLC</b>		<b>Vote Cast Sponsor</b>
		<b>By</b>	<b>Rec</b>	
50	This Supplemental Indenture request amended the indenture for several definitions to reflect the terms of the refinancing executed via Manager Optional Redemption.	For		Consented Manager

**SIGNATURES**

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

**OXFORD LANE CAPITAL CORP.**

By: /s/ Jonathan H. Cohen

Jonathan H. Cohen

Chief Executive Officer

Date: August 27, 2018