

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.	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: 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.	Manager	For	Consented Manager

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

Meeting Type: Written Consent
Ticker: N/A

CUSIP: 04017AAC4

Proposal No.	Proposal	Proposed 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.	Manager	For	Consented Manager

Issuer Name: OFSI Fund VII
Meeting Date: August 22, 2017 (Record Date)

Meeting Type: Written Consent
Ticker: N/A

CUSIP: 67107GAC9

Proposal No.	Proposal	Proposed 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.	Manager	For	Consented Manager

Issuer Name: Telos CLO 2013-4
Meeting Date: September 26, 2017 (Record Date)

Meeting Type: Written Consent
Ticker: N/A

CUSIP: 87974JAA5

Proposal No.	Proposal	Proposed 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.	Manager	For	Consented Manager

Issuer Name: Venture XXI CLO
Meeting Date: October 16, 2017 (Record Date)

Meeting Type: Written Consent
Ticker: N/A

CUSIP: US92330LAE11

Proposal No.	Proposal	Proposed 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.	Manager	For	Consented Manager

Issuer Name: Venture XXI CLO
Meeting Date: October 16, 2017 (Record Date)

Meeting Type: Written Consent
Ticker: N/A

CUSIP: USG93505AC29

Proposal No.	Proposal	Proposed 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.	Manager	For	Consented Manager

Issuer Name: Ivy Hill Middle Market Credit Fund VII

Meeting Date: October 20, 2017 (Record Date)

Meeting Type: Written Consent

Ticker: N/A

CUSIP: 46602YAC4

Proposal No.	Proposal	Proposed 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.	Manager	For	Consented Manager

Issuer Name: Carlyle Global Market Strategies CLO 2013-2

Meeting Date: November 30, 2017 (Record Date)

Meeting Type: Written Consent

Ticker: N/A

CUSIP: USG19129AD03

Proposal No.	Proposal	Proposed 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.	Manager	For	Consented Manager

Issuer Name: Ares XXVI CLO

Meeting Date: December 8, 2017 (Record Date)

Meeting Type: Written Consent

Ticker: N/A

CUSIP: US04014MAC10

Proposal No.	Proposal	Proposed 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: CIFIC 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: CIFIC 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.	Manager	For	Consented Manager

Issuer Name: Battalion CLO VII

Meeting Date: March 8, 2018 (Record Date)

Meeting Type: Written Consent

Ticker: N/A

CUSIP: 07131YAC6

Proposal No.	Proposal	Proposed 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

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

Issuer Name: Mountain Hawk II CLO

Meeting Date: March 28, 2018 (Record Date)

Meeting Type: Written Consent

Ticker: N/A

CUSIP: 62405UAA2

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

Issuer Name: Battalion CLO VII

Meeting Date: April 2, 2018 (Record Date)

Meeting Type: Written Consent

Ticker: N/A

CUSIP: 07131YAC6

Proposal No.	Proposal	Proposed OXLC		Vote Cast Sponsor
		By	Rec	
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

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

Issuer Name: CIFC Funding 2014-III
Meeting Date: June 19, 2018 (Record Date)

Meeting Type: Written Consent
Ticker: N/A

CUSIP: US12549TAA79

Proposal No.	Proposal	Proposed 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: CIFC 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

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

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