

Oxford Lane Capital Corp.  
Form N-8A  
June 25, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-8A

NOTIFICATION OF REGISTRATION FILED PURSUANT TO SECTION 8(a) OF THE  
INVESTMENT COMPANY ACT OF 1940

The undersigned investment company hereby notifies the Securities and Exchange Commission that it registers under and pursuant to the provisions of Section 8(a) of the Investment Company Act of 1940, and in connection with such notification of registration submits the following information:

Oxford Lane Capital Corp.  
(Exact Name of Registrant as Specified in Declaration of Trust)

8 Sound Shore Drive, Suite 255  
Greenwich, CT 06830  
Address of Principal Business Office

(203) 983-5275  
Telephone Number

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 of Process

COPIES OF COMMUNICATIONS TO:

Steven B. Boehm, Esq.  
John J. Mahon, Esq.  
Sutherland Asbill & Brennan LLP  
1275 Pennsylvania Avenue, NW  
Washington, DC 20004-2415

Registrant is filing a Registration Statement pursuant to Section 8(b) of the Investment Company Act of 1940 concurrently with the filing of Form N-8A:

YES  NO

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has caused this notification of registration to be duly signed on its behalf in the Township of Greenwich, in the State of Connecticut on the 25th day of June, 2010.

OXFORD  
LANE  
CAPITAL  
CORP.

By: /s/ Jonathan H.  
Cohen  
Jonathan H.  
Cohen  
Chief  
Executive  
Officer

Attest: /s/ Patrick F.  
Conroy  
Patrick F.  
Conroy  
Chief  
Financial  
Officer,  
Chief  
Compliance  
Officer and  
Corporate  
Secretary

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