

Oxford Lane Capital Corp.  
Form 8-A12B  
January 19, 2011

As filed with the Securities and Exchange Commission on January 19, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities

Pursuant to Section 12(b) or 12(g) of the

Securities Exchange Act of 1934

Oxford Lane Capital Corp.  
(Exact name of registrant as specified in its charter)

Maryland  
(State of incorporation or organization)

27-2859071  
(I.R.S. Employer Identification No.)

8 Sound Shore Drive, Suite 255  
Greenwich, CT  
(Address of principal executive offices)

06830  
(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-167803

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, par value \$0.01 per share	The NASDAQ Stock Market LLC

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of the Registrant's Securities to be Registered

The securities to be registered hereby are shares of common stock, par value \$0.01 per share, of Oxford Lane Capital Corp. (the "Company"). The description of the shares of common stock contained in the section entitled "Description of Securities" in the Prospectus included in the Company's Registration Statement on Form N-2 (File No. 333-167803), filed with the Securities and Exchange Commission on June 25, 2010 (as amended from time to time, the "Registration Statement"), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits

3.1 Articles of Amendment and Restatement of Oxford Lane Capital Corp.\*

3.2 Amended and Restated By-Laws of Oxford Lane Capital Corp.\*

4.1 Specimen Common Stock Certificate\*

\*Incorporated by reference to Amendment No. 2 of the Company's Registration Statement on Form N-2 (File No. 333-167803), filed on November 30, 2010.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 19, 2011

OXFORD LANE CAPITAL CORP.

By: /s/ Jonathan H. Cohen

Name: Jonathan H. Cohen

Title: Chief Executive Officer

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