

PROSPECT CAPITAL CORP

Form 497

March 14, 2016

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement and the accompanying prospectus supplement and prospectus are not offers to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion

Preliminary Pricing Supplement dated

March 14, 2016

Prospect Capital Corporation

Prospect Capital InterNotes®

5.500% Senior Notes due 2021 (the "Notes")

Filed under Rule 497, Registration Statement No. 333-206661

Preliminary Pricing Supplement No. 417 — Dated Monday, March 14, 2016

(To: Prospectus Dated November 3, 2015, and Prospectus Supplement Dated February 11, 2016)

CUSIP Number	ISIN Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount
74348YTF8	US74348YTF8	\$ 100.000	% 1.250	%	\$	Fixed	5.500%	Semi-Annual	3/15/2021	9/15/2016	\$26.1

Redemption Information: Callable at 100.000% on 3/15/2017 and every coupon date thereafter.

Trade Date: Monday, March 21, 2016 @ 12:00 PM ET

Settle Date: Thursday, March 24, 2016

Minimum Denomination/Increments: \$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book Entry only

The Notes will be issued pursuant to the Indenture, dated as of February 16, 2012, as amended and supplemented by that certain Four Hundred Seventeenth Supplemental Indenture dated as of March 24, 2016.

The date from which interest shall accrue on the Notes is Thursday, March 24, 2016. The "Interest Payment Dates" for the Notes shall be March 15 and September 15 of each year, commencing September 15, 2016; the interest payable on any Interest Payment Date, will be paid to the Person in whose name the Notes (or one or more predecessor Notes) is registered at the close of business on the Regular Record Date (as defined in the Indenture) for such interest, which shall be March 1 or September 1, as the case may be, next preceding such Interest Payment Date.

The Notes will be redeemable in whole or in part at any time or from time to time, at the option of Prospect Capital Corporation, on or after March 15, 2017 at a redemption price of \$1,000 per Notes plus accrued and unpaid interest payments otherwise payable for the then-current semi-annual interest period accrued to, but excluding, the date fixed for redemption and upon not less than 30 days nor more than 60 days prior notice to the noteholder and the trustee, as described in the prospectus.

Prospect Capital Corporation is a financial services company that lends to and invests in middle market, privately-held companies. We are organized as an externally-managed, non-diversified closed-end management investment company that has elected to be treated as a business development company under the Investment Company Act of 1940.

Prospect Capital Management L.P. manages our investments and Prospect Administration LLC p