

PROSPECT CAPITAL CORP  
Form SC 13D/A  
July 02, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4)\*†**

**Prospect Capital Corporation**

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(Name of Issuer)

**Common Stock, par value \$ 0.001 per share**

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(Title of Class of Securities)

**74348T102**

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(CUSIP Number)

**John F. Barry III**

**10 East 40<sup>th</sup> Street, 44<sup>th</sup> Floor**

**New York, NY 10016**

**212-448-1858**

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**July 2, 2018**

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

† This Schedule 13D/A constitutes Amendment No.2 to the Schedule 13D filed on behalf of the John and Daria Barry Foundation and Amendment No. 4 to the Schedule 13D of John F. Barry III originally filed with the SEC on February 29, 2016, as amended by Amendment No. 1 filed with the SEC on November 21, 2017, Amendment No. 2 filed with the SEC on November 28, 2017 and Amendment No. 3 filed with the SEC on December 28, 2017.

CUSIP No. 74348T102

1. Names of Reporting Persons.

John F. Barry III

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

BK, PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

56,428,863

Number of Shares

8. Shared Voting Power

160,805.02

Beneficially

Owned by

Each Reporting

9. Sole Dispositive Power

56,428,863

Person With:

10. Shared Dispositive Power

160,805.02

11. Aggregate Amount Beneficially Owned by Each Reporting Person

56,589,667.72

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

15.58%

14. Type of Reporting Person

IN



CUSIP No. 74348T102

1. Names of Reporting Persons.  
John and Daria Barry Foundation

2. Check the Appropriate Box if a Member of a Group  
(a)  
(b)

3. SEC Use Only  
4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
United States of America

7. Sole Voting Power  
20,771,099.69

Number of Shares Beneficially  
Owned by

8. Shared Voting Power  
0

Each Reporting Person With:

9. Sole Dispositive Power  
20,771,00.69

10. Shared Dispositive Power  
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
20,771,00.69

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)  
5.72%

14. Type of Reporting Person  
OO



This Schedule 13D/A constitutes Amendment No. 2 to the Schedule 13D on behalf of the John and Daria Barry Foundation (the "Foundation") and Amendment No. 4 to the Schedule 13D of John F. Barry III originally filed with the SEC on February 29, 2016 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on November 21, 2017 ("Amendment No. 1"), Amendment No. 2 filed with the SEC on November 28, 2017 ("Amendment No. 2") and Amendment No. 3 filed with the SEC on December 28, 2017 ("Amendment No. 3"). Except as expressly set forth herein, there have been no changes in the information set forth in the Original Schedule 13D, Amendment No. 1, Amendment No. 2 or Amendment No. 3, and such prior disclosure, as so amended, is incorporated into this Amendment No. 2 to the Schedule 13D on behalf of the Foundation and Amendment No. 4 to the Schedule 13D of John F. Barry III.

### **ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 is amended by adding the following:

From April 30, 2018 to June 29, 2018, 356,843.05 Shares were acquired by the Foundation using cash on hand. From April 30, 2018 to June 29, 2018, 608,600.99 Shares were acquired by Mr. Barry using personal funds. From April 30, 2018 to June 29, 2018, 6,696.26 Shares were acquired through an IRA account controlled by John F. Barry III IRA.

### **ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 is amended and restated as follows:

(a)-(b) The information set forth in rows 7 through 13 of the cover page to this Schedule 13D is incorporated by reference. The percentage set forth in row 13 is based on 363,265,564 outstanding Shares as of March 31, 2018, as reported in the Issuer's Form 10-Q filed on May 9, 2018. Mr. Barry has sole voting and dispositive power over the 56,589,667.72 Shares held by him directly and through the Foundation as of June 29, 2018. Mr. Barry has shared voting and dispositive power over the 160,805.02 shares acquired through the Daria Barry IRA.

(c) The following table sets forth all other transactions with respect to Shares effected during the past sixty days by Mr. Barry and the Foundation. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.





| <b>Date of Transaction</b> | <b>Purchaser</b>      | <b>Amount of Securities</b> | <b>Weighted Average Price per Share</b> | <b>Type</b> |
|----------------------------|-----------------------|-----------------------------|---|-------------|
| 06/29/2018                 | John F. Barry III     | 148,986.810                 | \$6.86                                  | Dividend    |
| 06/29/2018                 | John F. Barry III     | 2,860.561                   | \$6.86                                  | Dividend    |
| 06/29/2018                 | John F. Barry III     | 11,375.361                  | \$6.86                                  | Dividend    |
| 06/29/2018                 | John F. Barry III     | 80,238.509                  | \$6.86                                  | Dividend    |
| 06/29/2018                 | Foundation            | 178,292.701                 | \$6.86                                  | Dividend    |
| 06/29/2018                 | John F. Barry III     | 7,514.781                   | \$6.86                                  | Dividend    |
| 06/29/2018                 | John F. Barry III     | 50,226.537                  | \$6.86                                  | Dividend    |
| 06/29/2018                 | John F. Barry III     | 1,529.942                   | \$6.83                                  | Dividend    |
| 06/29/2018                 | John F. Barry III     | 1,380.340                   | \$6.83                                  | Dividend    |
| 06/29/2018                 | John F. Barry III IRA | 3,338.903                   | \$6.49                                  | Dividend    |
| 06/29/2018                 | John F. Barry III     | 3.956                       | \$6.49                                  | Dividend    |
| 05/30/2018                 | John F. Barry III     | 149,202.109                 | \$6.86                                  | Dividend    |
| 05/30/2018                 | John F. Barry III     | 2,864.695                   | \$6.86                                  | Dividend    |
| 05/30/2018                 | John F. Barry III     | 11,391.799                  | \$6.86                                  | Dividend    |
| 05/30/2018                 | John F. Barry III     | 80,354.461                  | \$6.86                                  | Dividend    |
| 05/30/2018                 | Foundation            | 178,550.350                 | \$6.86                                  | Dividend    |
| 05/30/2018                 | John F. Barry III     | 7,525.640                   | \$6.83                                  | Dividend    |
| 05/30/2018                 | John F. Barry III     | 50,299.118                  | \$6.83                                  | Dividend    |
| 05/30/2018                 | John F. Barry III     | 1,538.399                   | \$6.83                                  | Dividend    |
| 05/30/2018                 | John F. Barry III     | 1,307.971                   | \$6.83                                  | Dividend    |
| 05/30/2018                 | John F. Barry III IRA | 3,357.362                   | \$6.83                                  | Dividend    |

(d) Not applicable.

(e) Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 2, 2018

By: /s/ John F. Barry III  
Name: John F. Barry III

**JOHN AND DARIA BARRY FOUNDATION**

By: /s/ John F. Barry III  
Name: John F. Barry III  
Title: Trustee