
Section 1: SC 13D/A (SC 13D/A)

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*†

Prospect Capital Corporation

(Name of Issuer)

Common Stock, par value \$ 0.001 per share

(Title of Class of Securities)

74348T102

(CUSIP Number)

John F. Barry III
10 East 40th Street, 44th Floor
New York, NY 10016
212-448-1858

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

December 27, 2018

(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.3 to the Schedule 13D filed on behalf of the John and Daria Barry Foundation and Amendment No. 5 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, Amendment No. 3 filed with the SEC on December 28, 2017 and Amendment No. 4 filed with the SEC on July 2, 2018.

CUSIP No. 74348T102	
1. Names of Reporting Persons. John F. Barry III	
2. Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6. Citizenship or Place of Organization United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power 61,656,564.24
	8. Shared Voting Power 169,427.30
	9. Sole Dispositive Power 61,656,564.24
	10. Shared Dispositive Power 169,427.30
11. Aggregate Amount Beneficially Owned by Each Reporting Person 61,825,991.54	
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13. Percent of Class Represented by Amount in Row (11) 16.92%	
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) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6. Citizenship or Place of Organization United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power 23,763,787.01
	8. Shared Voting Power 0
	9. Sole Dispositive Power 23,763,787.01
	10. Shared Dispositive Power 0
	11. Aggregate Amount Beneficially Owned by Each Reporting Person 23,763,787.01
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13. Percent of Class Represented by Amount in Row (11) 6.50%	
14. Type of Reporting Person OO	

This Schedule 13D/A constitutes Amendment No. 3 to the Schedule 13D on behalf of the John and Daria Barry Foundation (the "Foundation") and Amendment No. 5 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") Amendment No. 3 filed with the SEC on December 28, 2017 ("Amendment No. 3") and Amendment No. 4 filed with SEC on July 2, 2018 ("Amended No.4"). 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, Amendment No. 3 or Amendment No. 4, and such prior disclosure, as so amended, is incorporated into this Amendment No. 3 to the Schedule 13D on behalf of the Foundation and Amendment No. 5 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 November 1, 2018 to December 31, 2018, 2,281,117.558 Shares were acquired by the Foundation using cash on hand. From November 1, 2018 to December 31, 2018, 2,208,050.217 Shares were acquired by Mr. Barry using personal funds. From November 1, 2018 to December 31, 2018, 7,553.059 Shares were acquired through an IRA account controlled by John F. Barry III, (the "John F. Barry III IRA"). From November 1, 2018 to December 31, 2018, 3,122.519 Shares were acquired through an IRA account controlled by Daria Barry, (the "Daria Barry 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 365,480,989 outstanding Shares as of November 6, 2018, as reported in the Issuer's Form 10-Q filed on November 6, 2018. Mr. Barry has sole voting and dispositive power over the 61,656,564.24 Shares held by him directly and through the Foundation as of December 31, 2018. Mr. Barry has shared voting and dispositive power over the 169,427.30 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.

Date of Transaction	Account	Amount of Securities	Weighted Average Price per Share	Type
12/31/2018	John F. Barry III	299,707.000	6.33	Purchase
12/31/2018	Foundation	300,000.000	6.37	Purchase
12/28/2018	Foundation	12,600.000	6.38	Purchase
12/28/2018	Foundation	34,600.000	6.32	Purchase
12/28/2018	Foundation	114,902.000	6.51	Purchase
12/28/2018	Foundation	170,200.000	6.51	Purchase
12/28/2018	John F. Barry III	90.280	6.48	Dividend
12/28/2018	Foundation	212,956.000	6.46	Purchase
12/27/2018	Foundation	87,800.000	6.19	Purchase
12/27/2018	Foundation	232,140.000	6.22	Purchase
12/27/2018	Foundation	117,539.000	6.32	Purchase
12/26/2018	Foundation	432,665.000	5.96	Purchase
12/26/2018	Foundation	90,400.000	6.05	Purchase
12/26/2018	Foundation	68,192.000	6.09	Purchase
12/24/2018	John F. Barry III	304,792.000	5.83	Purchase
12/21/2018	Foundation	216,730.623	6.00	Dividend
12/21/2018	John F. Barry III	1,000,000.000	5.89	Purchase
12/21/2018	John F. Barry III	1,835.438	6.08	Dividend
12/21/2018	John F. Barry III IRA	4,005.613	6.08	Dividend
12/21/2018	Daria Barry IRA	1,655.965	6.08	Dividend
12/20/2018	John F. Barry III	453,000.000	5.81	Purchase
12/20/2018	John F. Barry III	147,000.000	5.83	Purchase
11/21/2018	Foundation	190,392.935	6.77	Dividend
11/21/2018	John F. Barry III	1,625.499	6.80	Dividend
11/21/2018	John F. Barry III IRA	3,547.446	6.80	Dividend
11/21/2018	Daria Barry IRA	1,466.554	6.80	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: January 4, 2019

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

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