

**Yolanda Goettsch**

Vice President

Listing Qualifications

By Electronic Mail

February 19, 2020

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on February 19, 2020 The Nasdaq Stock Market (the "Exchange") received from Oxford Lane Capital Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Term Preferred Shares, 6.25% Series 2027,  
\$0.01 par value per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

Sincerely,

