

Edgar Filing: INFOBLOX INC - Form SC 13G/A

INFOBLOX INC  
Form SC 13G/A  
January 11, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.1)\*

NAME OF ISSUER: Infoblox Inc.

TITLE OF CLASS OF SECURITIES: Common Stock

CUSIP NUMBER: 45672H104

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT: December 31, 2015

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP NUMBER: 45672H104

- (1) Names of Reporting Persons The Bank of New York Mellon Corporation  
IRS Identification Nos. of Above Persons IRS No.13-2614959
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )
- (3) SEC use only
- (4) Citizenship or Place of Organization New York
- Number of Shares (5) Sole Voting Power 2,892,658  
Beneficially  
Owned by Each (6) Shared Voting Power 0  
Reporting Person  
With (7) Sole Dispositive Power 2,905,824  
(8) Shared Dispositive Power 0
- (9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 2,905,824
- (10) Check if the Aggregated Amount in Row (9) Excludes Certain

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Shares (see Instructions) ( )

(11) Percent of Class Represented by Amount in Row (9) 4.86%

(12) Type of Reporting Person (See Instructions) HC

CUSIP NUMBER: 45672H104

(1) Names of Reporting Persons MAM (MA) Holding Trust  
 IRS Identification Nos. of Above Persons IRS No.86-1067827

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

(3) SEC use only

(4) Citizenship or Place of Organization Massachusetts

Number of Shares	(5)	Sole Voting Power	1,073,394
Beneficially			
Owned by Each	(6)	Shared Voting Power	0
Reporting Person			
With	(7)	Sole Dispositive Power	1,073,394
	(8)	Shared Dispositive Power	0

(9) Aggregate Amount Beneficially Owned  
 by Each Reporting Person 1,073,394

(10) Check if the Aggregated Amount in Row (9) Excludes Certain  
 Shares (see Instructions) ( )

(11) Percent of Class Represented by Amount in Row (9) 1.79%

(12) Type of Reporting Person (See Instructions) HC

CUSIP NUMBER: 45672H104

(1) Names of Reporting Persons The Boston Company Asset Management LLC  
 IRS Identification Nos. of Above Persons IRS No.04-3404987

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

(3) SEC use only

(4) Citizenship or Place of Organization Massachusetts

Number of Shares	(5)	Sole Voting Power	1,073,394
Beneficially			
Owned by Each	(6)	Shared Voting Power	0
Reporting Person			
With	(7)	Sole Dispositive Power	1,073,394
	(8)	Shared Dispositive Power	0

(9) Aggregate Amount Beneficially Owned  
 by Each Reporting Person 1,073,394

(10) Check if the Aggregated Amount in Row (9) Excludes Certain

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Shares (see Instructions) ( )

(11) Percent of Class Represented by Amount in Row (9) 1.79%

(12) Type of Reporting Person (See Instructions) IA

### SCHEDULE 13G

Item 1(a) Name of Issuer: Infoblox Inc.

Item 1(b) Address of Issuer's Principal Executive Office:

3111 Coronado Drive  
Santa Clara, California 95054  
United States

Item 2(a) Name of Person Filing: The Bank of New York Mellon Corporation  
and any other reporting person(s)  
identified on the second part of the  
cover page(s) and Exhibit I

Item 2(b) Address of Principal Business Office, or if None, Residence:  
C/O The Bank of New York Mellon Corporation  
225 Liberty Street  
New York, New York 10286  
(for all reporting persons)

Item 2(c) Citizenship: See cover page and Exhibit I

Item 2(d) Title of Class of Securities: Common Stock

CUSIP Number 45672H104

Item 3 See Item 12 of cover page(s) ("Type of Reporting  
Person ") for each reporting person.

#### Symbol Category

BD = Broker or Dealer registered under Section 15 of the  
Securities Exchange Act of 1934

BK = Bank as defined in Section 3(a)(6) of the Securities  
Exchange Act of 1934

IV = Investment Company registered under Section 8 of the  
Investment Company Act of 1940

IA = Investment Advisor registered under Section 203 of the  
Investment Advisors Act of 1940

EP = Employee Benefit Plan, Pension Fund which is subject  
to the provisions of the Employee Retirement Income  
Security Act of 1974 or Endowment Fund; see  
Section 240.13 - d(1)(b)(1)(ii)(F)

HC = Parent Holding Company, in accordance with Section  
240.13-d(1)(b)(1)(ii)(G)

Item 4 Ownership: See Item 5 through 9 and 11 of cover page(s)  
as to each reporting person.

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The amount beneficially owned includes, where appropriate, securities not outstanding which are subject to options, warrants, rights or conversion privileges that are exercisable within 60 days. The securities reported herein as beneficially owned may exclude securities of the issuer with respect to which voting and/or dispositive power is exercised by subsidiaries of The Bank of New York Mellon Corporation, or departments or units thereof, independently from the exercise of those powers over the securities reported herein. See SEC Release No. 34-39538 (January 12, 1998). The filing of this Schedule 13G shall not be construed as an admission that The Bank of New York Mellon Corporation, or its direct or indirect subsidiaries, including The Bank of New York Mellon and BNY Mellon, National Association, are for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owners of any securities covered by this Schedule 13G.

The following information applies if checked: ( ) The Bank of New York Mellon and/or ( ) The Bank of New York Mellon Trust Company, National Association is/are the trustee of the issuer's employee benefit plan (the Plan), which is subject to ERISA. The securities reported include all shares held of record by such reporting person(s) as trustee of the Plan which have not been allocated to the individual accounts of employee participants in the Plan. The reporting person, however, disclaims beneficial ownership of all shares that have been allocated to the individual accounts of employee participants in the Plan for which directions have been received and followed.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following (X)

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

All of the securities are beneficially owned by The Bank of New York Mellon Corporation and its direct or indirect subsidiaries in their various fiduciary capacities. As a result, another entity in every instance is entitled to dividends or proceeds of sale. The number of individual accounts holding an interest of 5% or more is ( )

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company:  
See Exhibit I.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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. This filing is signed by The Bank of New York

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Mellon Corporation on behalf of all reporting entities pursuant to Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended.

Date: January 11, 2016

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ NICHOLAS R. DARROW

-----  
Nicholas R. Darrow  
Senior Vice President  
Attorney-In-Fact for  
The Bank of New York Mellon Corporation

### EXHIBIT I

The shares reported on the attached Schedule 13G are beneficially owned by the following direct or indirect subsidiaries of The Bank of New York Mellon Corporation, as marked (X):

- (A) The Item 3 classification of each of the subsidiaries listed below is "Item 3(b) Bank as defined in Section 3(a)(6) of the Act" (15 U.S.C. 78c) or "Item 3(j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)"
- (X) The Bank of New York Mellon
  - ( ) The Bank of New York Mellon Trust Company, National Association
  - (X) BNY Mellon, National Association
  - ( ) BNY Mellon Trust of Delaware
- (B) The Item 3 classification of each of the subsidiaries listed below is "Item 3(e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)" or "Item 3(j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)"
- ( ) BNY Mellon ARX Investimentos Ltda (parent holding company of BNY Mellon Ativos Financeiros Ltda)
  - (X) The Boston Company Asset Management LLC
  - (X) The Dreyfus Corporation (parent holding company of MBSC Securities Corporation)
  - ( ) Insight Investment Management (Global) Limited
  - ( ) Lockwood Advisors, Inc.
  - (X) Mellon Capital Management Corporation
  - ( ) Newton Capital Management Limited
  - ( ) Newton Investment Management Limited
  - ( ) Standish Mellon Asset Management Company LLC
  - ( ) CenterSquare Investment Management, Inc.
  - ( ) CenterSquare Investment Management Holdings, Inc.
  - ( ) Walter Scott & Partners Limited
  - ( ) BNY Mellon Wealth Management, Advisory Services, Inc.
  - ( ) BNY Mellon Trust Company(Cayman) Limited
  - ( ) BNY Mellon Investment Management Cayman Limited
  - ( ) Cutwater Asset Management Corporation
  - ( ) Cutwater Investor Services Corporation
- (C) The Item 3 classification of each of the subsidiaries listed below is "Item 3(a) Broker or dealer registered under Section 15 of the Act" (15 U.S.C. 78c) or "Item 3(j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)"
- (X) BNY Mellon Capital Markets, LLC.

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- ( ) MBSC Securities Corporation
- (X) Pershing LLC

(D) The Item 3 classification of each of the subsidiaries listed below is "Item 3(g) a parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G) "

- (X) The Bank of New York Mellon Corporation
- ( ) B.N.Y. Holdings (Delaware) Corporation (parent holding company of BNY Mellon Trust of Delaware)
- ( ) Insight Investment Management Limited (parent holding company of Insight Investment Management (Global) Limited)
- (X) MAM (MA) Holding Trust (parent holding company of Standish Mellon Asset Management Company LLC; The Boston Company Asset Management LLC)
- (X) MBC Investments Corporation (parent holding company of Mellon Capital Management Corporation; BNY Mellon Investment Management (Jersey) Ltd.)
- ( ) BNY Mellon Investment Management (Jersey) Ltd. (parent holding company of BNY Mellon Investment Management (Europe) Ltd.)
- ( ) BNY Mellon Investment Management (Europe) Ltd. (parent holding company of BNY Mellon Investment Management Europe Holdings Ltd.; BNY Mellon Investment Management Cayman Limited)
- ( ) BNY Mellon Investment Management Europe Holdings Ltd. (parent holding company of BNY Mellon International Asset Management Group Limited)
- ( ) BNY Mellon International Asset Management Group Limited (parent holding company of Newton Management Limited; BNY Mellon International Asset Management (Holdings) Limited; Insight Investment Management Limited)
- ( ) BNY Mellon Asset Management International Holdings Limited (parent holding company of BNY Mellon Asset Management Japan Limited)
- ( ) Mellon Overseas Investment Corporation (parent holding company to BNY Mellon Servicos Financeiros Distribuidora de Titulos e Valores Mobiliarios S.A. and (indirect) BNY Mellon Gestao de Patrimonio Ltda Mellon Canada Holding Company)
- ( ) Newton Management Limited (parent holding company of Newton Capital Management Limited; Newton Investment Management Limited)
- (X) Pershing Group LLC (parent holding company of Lockwood Advisors, Inc. and Pershing LLC)
- ( ) The Bank of New York Mellon SA/NV (parent holding company of BNY Mellon Service Kapitalanlage-Gesellschaft mbH)
- ( ) BNY Mellon International Asset Management (Holdings) Limited (parent holding company of BNY Mellon International Asset Management (Holdings) No. 1 Limited)
- ( ) BNY Mellon International Asset Management (Holdings) No. 1 Limited (parent holding company of Walter Scott & Partners Limited)
- ( ) Mellon Canada Holding Company (parent holding company of BNY Mellon Wealth Management, Advisory Services, Inc)
- ( ) BNY International Financing Corporation (parent holding company of BNY Mellon Trust Company (Cayman) Limited)
- (X) BNY Capital Markets Holdings, Inc. (parent holding company of BNY Mellon Capital Markets, LLC.)
- ( ) Cutwater Holdings LLC (parent holding company of Cutwater Asset Management Corporation; Cutwater Investor Services Corporation)

NOTE: ALL OF THE LEGAL ENTITIES LISTED UNDER (A), (B), (C) AND (D) ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF THE BANK OF NEW YORK MELLON CORPORATION. BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS BY ANY ONE OF THE SUBSIDIARIES OR INTERMEDIATE PARENT HOLDING COMPANIES LISTED ABOVE IS REPORTED ON A JOINT REPORTING PERSON PAGE FOR THAT SUBSIDIARY ON THE ATTACHED SCHEDULE 13G AND IS INCORPORATED IN THE TOTAL PERCENT OF CLASS REPORTED ON THE BANK OF NEW YORK MELLON CORPORATION'S REPORTING PERSON PAGE. (DO NOT ADD THE SHARES OR PERCENT OF CLASS REPORTED ON EACH JOINT REPORTING PERSON PAGE ON THE ATTACHED

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SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS FOR THE BANK OF NEW YORK MELLON CORPORATION).

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned (each a "Company") does hereby make, constitute and appoint each of Kenneth J. Bradle, John E. Thomas, Jr., Nicholas R. Darrow, (and any other employee of The Bank of New York Mellon Corporation, or one of its affiliates, designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings, be they written or oral, required to be made by the Company with respect to securities which may be deemed to be beneficially owned by the Company or under the Company's investment discretion under:

\*the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including those filings required to be submitted on Form 13F, Schedule 13G and Form SH, and

\*the laws of any jurisdiction other than the United States of America, including those filings made to disclose securities holdings as required to be submitted to regulatory agencies, exchanges and/or issuers,

giving and granting unto each said attorney-in-fact power and authority to correspond with issuers, regulatory authorities, and other entities as is required in support of the filings referenced above, and to act in the premises as fully and to all intents and purposes as the Company might or could do to comply with the applicable regulations if personally present by one of its authorized signatories (including, but not limited to, instructing local counsel on a Company's behalf), hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the Company or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Bank of New York Mellon Corporation or one of its affiliates.

This Power of Attorney may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

-----  
Banks/Bank Holding Companies

THE BANK OF NEW YORK MELLON CORPORATION

BNY MELLON, NATIONAL ASSOCIATION

By: /S/ RONALD P. O'HANLEY

By: /S/ GERALD L. HASSELL

-----  
Ronald P. O'Hanley  
Vice Chairman

-----  
Gerald L. Hassell  
President

Date: October 12, 2009

Date: October 12, 2009

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THE BANK OF NEW YORK MELLON

By: /S/ GERALD L. HASSELL

-----  
Gerald L. Hassell  
President

Date: October 12, 2009

THE BANK OF NEW YORK MELLON

By: /S/ DONALD R. MONKS

-----  
Donald R. Monks  
Vice Chairman

Date: October 12, 2009

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, NATIONAL ASSOCIATION

By: /S/ KAREN A. BAYZ

-----  
Karen A. Bayz  
Managing Director and  
Chief Financial Officer

Date: October 13, 2009

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, NATIONAL ASSOCIATION

By: /S/ JOHN A. PARK

-----  
John A. Park  
Executive Vice President

Date: October 9, 2009

BNY MELLON TRUST OF DELAWARE

By: /S/ DAVID B. KUTCH

-----  
David B. Kutch  
Chairman and  
Chief Executive Officer

Date: October 12, 2009

BNY MELLON TRUST OF DELAWARE

By: /S/ DONALD R. MONKS

-----  
Donald R. Monks  
Senior Executive Vice President

Date: October 12, 2009

-----  
Investment Advisers and/or Broker-Dealers

PERSHING LLC

By: /S/ GARY JOHNSON

-----  
Gary Johnson  
Managing Director

Date: December 10, 2010

BNY MELLON CAPITAL MARKETS

By: /S/ GARY STRUMERYER

-----  
Gary Strumeyer  
President

Date: January 31, 2014

BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ JOSE CARLOS LOPES XAVIER  
DE OLIVEIRA

-----  
Jose Carlos Lopes Xavier De Oliveira  
Chief Executive Officer

Date: January 4, 2010

BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ MARCELO PERIERA DA SILVA

-----  
Marcelo Periera da Silva  
Chief Financial Officer

Date: January 4, 2010

BNY MELLON SERVICOS FINANCEIROS  
DISTRIBUIDORA DE TITULOS E VALORES  
MOBILIARIOS S.A

By: /S/ JOSE CARLOS LOPES XAVIER  
DE OLIVEIRA

-----  
Jose Carlos Lopes Xavier De Oliveira

BNY MELLON SERVICOS FINANCEIROS  
DISTRIBUIDORA DE TITULOS E VALORES  
MOBILIARIOS S.A

By: /S/ MARCELO PERIERA DA SILVA

-----  
Marcelo Periera da Silva



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Chief Executive Officer  
Date: January 4, 2010

Chief Financial Officer  
Date: January 4, 2010

BNY MELLON ARX ATIVOS FINANCEIROS  
LTDA

BNY MELLON ARX ATIVOS FINANCEIROS  
LTDA

By: /S/ JOSE CARLOS LOPES XAVIER  
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

-----  
Jose Carlos Lopes Xavier De Oliveira  
Chief Executive Officer

-----  
Marcelo Periera da Silva  
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

BNY MELLON GESTAO DE PATRIMONIO LTDA

BNY MELLON GESTAO DE PATRIMONIO LTDA

By: /S/ JOSE CARLOS LOPES XAVIER  
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

-----  
Jose Carlos Lopes Xavier De Oliveira  
Chief Executive Officer

-----  
Marcelo Periera da Silva  
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

THE BOSTON COMPANY ASSET MANAGEMENT  
LLC

THE BOSTON COMPANY ASSET MANAGEMENT  
LLC

By: /S/ DAVE CAMERON

By: /S/ JOSEPH P. GENNACO

-----  
Dave Cameron  
Chairman, President and  
Chief Executive Officer

-----  
Joseph P. Gennaco  
Executive Vice President  
and Chief Operating Officer

Date: October 12, 2009

Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT JAPAN  
LIMITED

BNY MELLON ASSET MANAGEMENT JAPAN  
LIMITED

By: /S/ SHOGO YAMAGUCHI

By: /S/ DAVID JIANG

-----  
Shogo Yamaguchi  
President and  
Representative Director

-----  
David Jiang  
Chairman and  
Representative Director

Date: December 29, 2009

Date: December 29, 2009

THE DREYFUS CORPORATION

INSIGHT INVESTMENT (Global)  
MANAGEMENT LIMITED

By: /S/ JAMES BITETTO

By: /s/ CHARLES FARQUHARSON

-----  
James Bitetto  
Corporate Secretary

-----  
Charles Farquharson  
Chief Risk Officer

Date: October 7, 2009

Date: December 04, 2009

LOCKWOOD ADVISORS, INC.

By: /S/ DON MARCHESIELLO

-----  
Don Marchesiello

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President  
Date: October 6, 2009

MELLON CAPITAL MANAGEMENT  
CORPORATION

By: /S/ CHARLES J. JACKLIN  
-----  
Charles J. Jacklin  
President and CEO  
Date: October 8, 2009

MBSC SECURITIES CORPORATION

By: /S/ KENNETH J. BRADLE  
-----  
Kenneth J. Bradle  
President  
Date: October 28, 2009

NEWTON INVESTMENT MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS  
-----  
Andrew Downs  
Chief Operating Officer  
Date: November 6, 2009

NEWTON CAPITAL MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS  
-----  
Andrew Downs  
Chief Operating Officer  
Date: November 6, 2009

STANDISH MELLON ASSET MANAGEMENT  
COMPANY LLC

By: /S/ DESMOND MAC INTYRE  
-----  
Desmond Mac Intyre  
President and CEO  
Date: November 19, 2009

PERSHING GROUP LLC

By: /S/ BRIAN T. SHEA  
-----  
Brian T. Shea  
Managing Director  
Date: October 9, 2009

CENTERSQUARE INVESTMENT MANAGEMENT  
HOLDINGS, INC.

By: /S/ R. JOSEPH LAW  
-----  
R. Joseph Law  
Chief Financial and  
Compliance Officer  
Date: June 26, 2013

CENTERSQUARE INVESTMENT MANAGEMENT,  
INC.

By: /S/ R. JOSEPH LAW  
-----  
R. Joseph Law  
Chief Financial and  
Compliance Officer  
Date: June 26, 2013

WALTER SCOTT & PARTNERS LIMITED

By: /S/ ANNA NICHOLL  
-----  
Anna Nicholl  
Chief Compliance Officer  
Date: October 8, 2009

WALTER SCOTT & PARTNERS LIMITED

By: /S/ CAROL-ANN FRASER  
-----  
Carol-Ann Fraser  
Compliance Officer  
Date: October 8, 2009

BNY MELLON WEALTH MANAGEMENT,  
ADVISORY SERVICES, INC.

By: /S/ MARIE-CLAUDE LEPAGE  
-----  
Marie-Claude Lepage  
Chief Compliance Officer  
Date: May 16, 2013

BNY MELLON TRUST COMPANY  
(CAYMAN) LIMITED

By: /S/ DONALD J. HEBERLE  
-----  
Donald J. Heberle  
Executive Vice President  
Date: December 5, 2012

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BNY MELLON INVESTMENT MANAGEMENT  
CAYMAN LTD.

By: /S/ BRENDON J. DONNELLAN  
-----

Brendon J. Donnellan  
Director  
Date: June 16, 2013

CUTWATER ASSET MANAGEMENT  
CORPORATION

By: /S/ CLIFFORD CORSO  
-----

Clifford Corso  
Chief Executive Officer  
Date: March 16, 2015

CUTWATER INVESTOR SERVICES CORPORATION

By: /S/ CLIFFORD CORSO  
-----

Clifford Corso  
Chief Executive Officer  
Date: March 16, 2015

-----  
Parent Holding Companies/Control Persons

B.N.Y. HOLDINGS (DELAWARE) CORPORATION

By: /S/ JOHN A. PARK  
-----

John A. Park  
Senior Vice President  
Date: October 9, 2009

BNY MELLON ASSET MANAGEMENT  
INTERNATIONAL HOLDINGS LIMITED

By: /S/ GREG BRISK  
-----

Greg Brisk  
Director  
Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT  
INTERNATIONAL HOLDINGS LIMITED

By: /S/ SHONA SPENCE  
-----

Shona Spence  
Director  
Date: October 15, 2009

BNY MELLON INTERNATIONAL ASSET  
MANAGEMENT GROUP LIMITED

By: /S/ JEREMY N. BASSIL  
-----

Jeremy N. Bassil  
Director  
Date: October 13, 2009

MAM (MA) HOLDING TRUST

By: /S/ RONALD P. O'HANLEY  
-----

Ronald P. O'Hanley  
President  
Date: October 9, 2009

MBC INVESTMENTS CORPORATION

By: /S/ GORDON MOTTER  
-----

Gordon Motter  
Chairman, President and CEO  
Date: October 9, 2009

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NEWTON MANAGEMENT LIMITED

By: /S/ HELENA MORRISSEY

-----  
Helena Morrissey  
Director

Date: October 15, 2009

NEWTON MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

-----  
Andrew Downs  
Director

Date: November 6, 2009

MELLON OVERSEAS INVESTMENT CORPORATION

By: /S/ JON LITTLE

-----  
Jon Little  
Chairman, President And  
Chief Executive Officer

Date: December 04, 2009

INSIGHT INVESTMENT MANAGEMENT LIMITED

By: /S/ CHARLES FARQUHARSON

-----  
Charles Farquharson  
Chief Risk Officer

Date: December 04, 2009

BNY INTERNATIONAL FINANCING CORPORATION

By: /S/ FRED RICCIARDI

-----  
Fred Ricciardi  
President

Date: August 30, 2010

THE BANK OF NEW YORK MELLON SA/NV

By: /S/ JEAN-CHRISTOPHE MATHONET

-----  
Jean-Christophe Mathonet  
Managing Director

Date: October 4, 2010

BNY MELLON INVESTMENT MANAGEMENT EUROPE HOLDINGS LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: March 14, 2013

BNY MELLON INVESTMENT MANAGEMENT (EUROPE) LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: March 14, 2013

BNY MELLON INVESTMENT MANAGEMENT (JERSEY) LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: March 14, 2013

BNY CAPITAL MARKETS HOLDINGS, INC.

By: /S/ THOMAS P. GIBBONS

-----  
Thomas P. Gibbons  
Vice Chairman & CFO

Date: January 31, 2014

BNY MELLON INTERNATIONAL ASSET MANAGEMENT (HOLDINGS) LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: April 5, 2013

BNY MELLON INTERNATIONAL ASSET MANAGEMENT (HOLDINGS) No. 1 LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: April 5, 2013

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MELLON CANADA HOLDING COMPANY

BNY INTERNATIONAL FINANCING CORPORATION

By: /S/ JOHN REHOB

John Rehob  
President

Date: August 06, 2013

CUTWATER HOLDINGS LLC

By: /S/ CLIFFORD CORSO

Clifford Corso  
Chief Executive Officer

Date: March 16, 2015

-----  
Fund Administrators

BNY MELLON SERVICE KAPITALANLAGE-GESELLSCHAFT mbH

By: /S/ CAROLINE SPECHT

Caroline Specht  
Managing Director, Head of  
Business Strategy and Legal

Date: August 24, 2010

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby agree to any and all joint filings required to be made on their behalf on Schedule 13G (including amendments thereto) under the Exchange Act, with respect to securities which may be deemed to be beneficially owned by them under the Exchange Act, and that this Agreement be included as an Exhibit to any such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

-----  
Banks/Bank Holding Companies

THE BANK OF NEW YORK MELLON CORPORATION

BNY MELLON, NATIONAL ASSOCIATION

By: /S/ RONALD P. O'HANLEY

Ronald P. O'Hanley

By: /S/ GERALD L. HASSELL

Gerald L. Hassell

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Vice Chairman  
Date: October 09, 2009

President  
Date: October 12, 2009

THE BANK OF NEW YORK MELLON

THE BANK OF NEW YORK MELLON

By: /S/ GERALD L. HASSELL  
-----

By: /S/ DONALD R. MONKS  
-----

Gerald L. Hassell  
President

Donald R. Monks  
Vice Chairman

Date: October 12, 2009

Date: October 12, 2009

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, NATIONAL ASSOCIATION

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, NATIONAL ASSOCIATION

By: /S/ KAREN A. BAYZ  
-----

By: /S/ JOHN A. PARK  
-----

Karen A. Bayz  
Managing Director and  
Chief Financial Officer

John A. Park  
Executive Vice President

Date: October 13, 2009

Date: October 9, 2009

BNY MELLON TRUST OF DELAWARE

BNY MELLON TRUST OF DELAWARE

By: /S/ DAVID B. KUTCH  
-----

By: /S/ DONALD R. MONKS  
-----

David B. Kutch  
Chairman and  
Chief Executive Officer

Donald R. Monks  
Senior Executive Vice President

Date: October 12, 2009

Date: October 12, 2009

-----  
Investment Advisers and/or Broker-Dealers

PERSHING LLC

BNY MELLON CAPITAL MARKETS

By: /S/ GARY JOHNSON  
-----

By: /S/ GARY STRUMERYER  
-----

Gary Johnson  
Managing Director  
Date: December 10, 2010

Gary Strumeyer  
President  
Date: January 31, 2014

BNY MELLON ARX INVESTIMENTOS LTDA

BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ JOSE CARLOS LOPES XAVIER  
DE OLIVEIRA  
-----

By: /S/ MARCELO PERIERA DA SILVA  
-----

Jose Carlos Lopes Xavier De Oliveira  
Chief Executive Officer

Marcelo Periera da Silva  
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

BNY MELLON SERVICOS FINANCEIROS  
DISTRIBUIDORA DE TITULOS E VALORES  
MOBILIARIOS S.A

BNY MELLON SERVICOS FINANCEIROS  
DISTRIBUIDORA DE TITULOS E VALORES  
MOBILIARIOS S.A

By: /S/ JOSE CARLOS LOPES XAVIER

By: /S/ MARCELO PERIERA DA SILVA

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DE OLIVEIRA

-----  
Jose Carlos Lopes Xavier De Oliveira  
Chief Executive Officer  
Date: January 4, 2010

-----  
Marcelo Periera da Silva  
Chief Financial Officer  
Date: January 4, 2010

BNY MELLON ARX ATIVOS FINANCEIROS  
LTDA

BNY MELLON ARX ATIVOS FINANCEIROS  
LTDA

By: /S/ JOSE CARLOS LOPES XAVIER  
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

-----  
Jose Carlos Lopes Xavier De Oliveira  
Chief Executive Officer  
Date: January 4, 2010

-----  
Marcelo Periera da Silva  
Chief Financial Officer  
Date: January 4, 2010

BNY MELLON GESTAO DE PATRIMONIO LTDA

BNY MELLON GESTAO DE PATRIMONIO LTDA

By: /S/ JOSE CARLOS LOPES XAVIER  
DE OLIVEIRA

By: /S/ MARCELO PERIERA DA SILVA

-----  
Jose Carlos Lopes Xavier De Oliveira  
Chief Executive Officer  
Date: January 4, 2010

-----  
Marcelo Periera da Silva  
Chief Financial Officer  
Date: January 4, 2010

THE BOSTON COMPANY ASSET MANAGEMENT  
LLC

THE BOSTON COMPANY ASSET MANAGEMENT  
LLC

By: /S/ DAVE CAMERON

By: /S/ JOSEPH P. GENNACO

-----  
Dave Cameron  
Chairman, President and  
Chief Executive Officer  
Date: October 12, 2009

-----  
Joseph P. Gennaco  
Executive Vice President  
and Chief Operating Officer  
Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT JAPAN  
LIMITED

BNY MELLON ASSET MANAGEMENT JAPAN  
LIMITED

By: /S/ SHOGO YAMAGUCHI

By: /S/ DAVID JIANG

-----  
Shogo Yamaguchi  
President and  
Representative Director  
Date: December 29, 2009

-----  
David Jiang  
Chairman and  
Representative Director  
Date: December 29, 2009

THE DREYFUS CORPORATION

INSIGHT INVESTMENT (Global)  
MANAGEMENT LIMITED

By: /S/ JAMES BITETTO

By: /s/ CHARLES FARQUHARSON

-----  
James Bitetto  
Corporate Secretary  
Date: October 7, 2009

-----  
Charles Farquharson  
Chief Risk Officer  
Date: December 04, 2009

LOCKWOOD ADVISORS, INC.

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By: /S/ DON MARCHESIELLO  
-----  
Don Marchesiello  
President  
Date: October 6, 2009

MELLON CAPITAL MANAGEMENT  
CORPORATION

MBSC SECURITIES CORPORATION

By: /S/ CHARLES J. JACKLIN  
-----  
Charles J. Jacklin  
President and CEO  
Date: October 8, 2009

By: /S/ KENNETH J. BRADLE  
-----  
Kenneth J. Bradle  
President  
Date: October 28, 2009

NEWTON INVESTMENT MANAGEMENT LIMITED

NEWTON CAPITAL MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS  
-----  
Andrew Downs  
Chief Operating Officer  
Date: November 6, 2009

By: /S/ ANDREW DOWNS  
-----  
Andrew Downs  
Chief Operating Officer  
Date: November 6, 2009

STANDISH MELLON ASSET MANAGEMENT  
COMPANY LLC

PERSHING GROUP LLC

By: /S/ DESMOND MAC INTYRE  
-----  
Desmond Mac Intyre  
President and CEO  
Date: November 19, 2009

By: /S/ BRIAN T. SHEA  
-----  
Brian T. Shea  
Managing Director  
Date: October 9, 2009

CENTERSQUARE INVESTMENT MANAGEMENT  
HOLDINGS, INC.

CENTERSQUARE INVESTMENT MANAGEMENT,  
INC.

By: /S/ R. JOSEPH LAW  
-----  
R. Joseph Law  
Chief Financial and  
Compliance Officer  
Date: June 26, 2013

By: /S/ R. JOSEPH LAW  
-----  
R. Joseph Law  
Chief Financial and  
Compliance Officer  
Date: June 26, 2013

WALTER SCOTT & PARTNERS LIMITED

WALTER SCOTT & PARTNERS LIMITED

By: /S/ ANNA NICHOLL  
-----  
Anna Nicholl  
Chief Compliance Officer  
Date: October 8, 2009

By: /S/ CAROL-ANN FRASER  
-----  
Carol-Ann Fraser  
Compliance Officer  
Date: October 8, 2009

BNY MELLON WEALTH MANAGEMENT,  
ADVISORY SERVICES, INC.

BNY MELLON TRUST COMPANY  
(CAYMAN) LIMITED

By: /S/ MARIE-CLAUDE LEPAGE  
-----  
Marie-Claude Lepage  
Chief Compliance Officer

By: /S/ DONALD J. HEBERLE  
-----  
Donald J. Heberle  
Executive Vice President



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Date: May 16, 2013

Date: December 5, 2012

BNY MELLON INVESTMENT MANAGEMENT  
CAYMAN LTD.

CUTWATER ASSET MANAGEMENT  
CORPORATION

By: /S/ BRENDON J. DONNELLAN  
-----

By: /S/ CLIFFORD CORSO  
-----

Brendon J. Donnellan  
Director  
Date: June 16, 2013

Clifford Corso  
Chief Executive Officer  
Date: March 16, 2015

CUTWATER INVESTOR SERVICES CORPORATION

By: /S/ CLIFFORD CORSO  
-----

Clifford Corso  
Chief Executive Officer  
Date: March 16, 2015

-----  
Parent Holding Companies/Control Persons

B.N.Y. HOLDINGS (DELAWARE) CORPORATION

By: /S/ JOHN A. PARK  
-----

John A. Park  
Senior Vice President  
Date: October 9, 2009

BNY MELLON ASSET MANAGEMENT  
INTERNATIONAL HOLDINGS LIMITED

BNY MELLON ASSET MANAGEMENT  
INTERNATIONAL HOLDINGS LIMITED

By: /S/ GREG BRISK  
-----

By: /S/ SHONA SPENCE  
-----

Greg Brisk  
Director  
Date: October 12, 2009

Shona Spence  
Director  
Date: October 15, 2009

BNY MELLON INTERNATIONAL ASSET  
MANAGEMENT GROUP LIMITED

By: /S/ JEREMY N. BASSIL  
-----

Jeremy N. Bassil  
Director  
Date: October 13, 2009

MAM (MA) HOLDING TRUST

MBC INVESTMENTS CORPORATION

By: /S/ RONALD P. O'HANLEY  
-----

By: /S/ GORDON MOTTER  
-----

Ronald P. O'Hanley  
President  
Date: October 9, 2009

Gordon Motter  
Chairman, President and CEO  
Date: October 9, 2009

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NEWTON MANAGEMENT LIMITED

By: /S/ HELENA MORRISSEY

-----  
Helena Morrissey  
Director

Date: October 15, 2009

NEWTON MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

-----  
Andrew Downs  
Director

Date: November 6, 2009

MELLON OVERSEAS INVESTMENT  
CORPORATION

By: /S/ JON LITTLE

-----  
Jon Little  
Chairman, President And  
Chief Executive Officer

Date: December 04, 2009

INSIGHT INVESTMENT MANAGEMENT  
LIMITED

By: /S/ CHARLES FARQUHARSON

-----  
Charles Farquharson  
Chief Risk Officer

Date: December 04, 2009

BNY INTERNATIONAL FINANCING  
CORPORATION

By: /S/ FRED RICCIARDI

-----  
Fred Ricciardi  
President

Date: August 30, 2010

THE BANK OF NEW YORK MELLON SA/NV

By: /S/ JEAN-CHRISTOPHE MATHONET

-----  
Jean-Christophe Mathonet  
Managing Director

Date: October 4, 2010

BNY MELLON INVESTMENT MANAGEMENT  
EUROPE HOLDINGS LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: March 14, 2013

BNY MELLON INVESTMENT MANAGEMENT  
(EUROPE) LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: March 14, 2013

BNY MELLON INVESTMENT MANAGEMENT  
(JERSEY) LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: March 14, 2013

BNY CAPITAL MARKETS HOLDINGS, INC.

By: /S/ THOMAS P. GIBBONS

-----  
Thomas P. Gibbons  
Vice Chairman & CFO

Date: January 31, 2014

BNY MELLON INTERNATIONAL ASSET  
MANAGEMENT (HOLDINGS) LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: April 5, 2013

BNY MELLON INTERNATIONAL ASSET  
MANAGEMENT (HOLDINGS) No. 1 LIMITED

By: /S/ GREG BRISK

-----  
Greg Brisk  
Director

Date: April 5, 2013

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MELLON CANADA HOLDING COMPANY

BNY INTERNATIONAL FINANCING  
CORPORATION

By: /S/ JOHN REHOB

-----  
John Rehob  
President

Date: August 06, 2013

CUTWATER HOLDINGS LLC

By: /S/ CLIFFORD CORSO

-----  
Clifford Corso  
Chief Executive Officer

Date: March 16, 2015

-----  
Fund Administrators

BNY MELLON SERVICE KAPITALANLAGE-  
GESELLSCHAFT mbH

By: /S/ CAROLINE SPECHT

-----  
Caroline Specht  
Managing Director, Head of  
Business Strategy and Legal

Date: August 24, 2010

e="2" face="Times New Roman" style="font-size:10.0pt;">(d)(51)

Form of 5.900% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(50))(45)

(d)(52)

Nineteenth Supplemental Indenture dated as of September 27, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(48)

(d)(53)

Form of 5.850% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(52))(48)

(d)(54)

Twentieth Supplemental Indenture dated as of October 4, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(51)

(d)(55)

Form of 5.700% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(54))(51)

(d)(56)

Twenty-First Supplemental Indenture dated as of November 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(54)

(d)(57)

Form of 5.125% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(56))(54)

(d)(58)

Twenty-Second Supplemental Indenture dated as of November 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(54)

(d)(59)

Form of 6.625% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(58))(54)

(d)(60)

Twenty-Third Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)

(d)(61)

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Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(60))(55)

(d)(62)

Twenty-Fourth Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)

(d)(63)

Form of 5.750% Prospect Capital InterNote® due 2032 (included as part of Exhibit (d)(62))(55)

(d)(64)

Twenty-Fifth Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)

(d)(65)

Form of 6.500% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(64))(55)

(d)(66)

Twenty-Sixth Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)

(d)(67)

Form of 4.875% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(66))(56)

(d)(68)

Twenty-Seventh Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)

(d)(69)

Form of 5.625% Prospect Capital InterNote® due 2032 (included as part of Exhibit (d)(68))(56)

(d)(70)

Twenty-Eighth Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)

(d)(71)

Form of 6.375% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(70))(56)

(d)(72)

Twenty-Ninth Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)

(d)(73)

Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(72))(57)

(d)(74)



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Thirtieth Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)

(d)(75)

Form of 5.250% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(74))(57)

(d)(76)

Thirty-First Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)

(d)(77)

Form of 6.250% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(76))(57)

(d)(78)

Thirty-Second Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant

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and U.S. Bank National Association, as Trustee(58)

(d)(79)

Form of 4.625% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(78))(58)

(d)(80)

Thirty-Third Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)

(d)(81)

Form of 5.125% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(80))(58)

(d)(82)

Thirty-Fourth Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)

(d)(83)

Form of 6.125% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(82))(58)

(d)(84)

Indenture dated as of December 21, 2012, by and between the Registrant and American Stock Transfer & Trust Company, as Trustee(59)

(d)(85)

Form of Global Note 5.875% Convertible Senior Note Due 2019 (included as part of Exhibit (d)(84))(59)

(d)(86)

Thirty-Fifth Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)

(d)(87)

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Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(86))(61)

(d)(88)

Thirty-Sixth Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)

(d)(89)

Form of 5.000% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(88))(61)

(d)(90)

Thirty-Seventh Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)

(d)(91)

Form of 6.000% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(90))(61)

(d)(92)

Thirty-Eighth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee

(d)(93)

Form of 4.375% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(92))

(d)(94)

Thirty-Ninth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee

(d)(95)

Form of 4.875% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(94))

(d)(96)

Fortieth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee

(d)(97)

Form of 5.875% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(96))

(e)

Form of Dividend Reinvestment Plan(2)

(f)

Not Applicable

(g)

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Form of Investment Advisory Agreement between Registrant and Prospect Capital Management LLC(2)

(h)(1)

Form of Underwriting Agreement(9)

(h)(2)

Form of Equity Distribution Agreement(30)

(i)

Not Applicable

(j)

Form of Custodian Agreement(4)

(k)(1)

Form of Administration Agreement between Registrant and Prospect Administration LLC(2)

(k)(2)

Form of Transfer Agency and Registrar Services Agreement(4)

(k)(3)

Form of Trademark License Agreement between the Registrant and Prospect Capital Management(2)

(k)(4)

Agreement and Plan of Merger dated August 3, 2009 between Prospect Capital Corporation and Patriot Capital Funding, Inc.(6)



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Exhibit No.	Description
(k)(5)	Master Purchase and Sale and Contribution Agreement, dated as of March 19, 2012, by and among Prospect Capital Corporation, First Tower Corp., certain other entities related to Prospect Capital Corporation and certain shareholders of First Tower Corp.(18)
(k)(6)	Fourth Amended and Restated Loan and Servicing Agreement, dated March 27, 2012, among Prospect Capital Funding LLC, Prospect Capital Corporation, the lenders from time to time party thereto, the managing agents from time to time party thereto, Key Equipment Finance Inc. and Royal Bank of Canada as Syndication Agents, U.S. Bank National Association as Calculation Agent, Paying Agent and Documentation Agent, Key Equipment Finance Inc. as Facility Agent, and Key Equipment Finance Inc. as Structuring Agent, Sole Lead Arranger and Sole Bookrunner (19)
(l)(1)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(49)
(l)(2)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(50)
(l)(3)	Opinion and Consent of Venable LLP, as special Maryland Counsel for the Registrant(53)
(l)(4)	Opinion and Consent of Venable LLP, as special Maryland Counsel for the Registrant(60)
(m)	Not Applicable
(n)(1)	Consent of independent registered public accounting firm(52)
(n)(2)	Report of independent registered public accounting firm on Senior Securities table(46)
(n)(3)	Power of Attorney(46)
(o)	Not Applicable
(p)	Not Applicable
(q)	Not Applicable
(r)	Code of Ethics(12)
99.1	Form of Preliminary Prospectus Supplement For Common Stock Offerings(47)
99.2	Form of Preliminary Prospectus Supplement For Preferred Stock Offerings(47)
99.3	Form of Preliminary Prospectus Supplement For Debt Offerings(47)
99.4	Form of Preliminary Prospectus Supplement For Rights Offerings(47)
99.5	Form of Preliminary Prospectus Supplement For Warrant Offerings(47)
99.6	Form of Preliminary Prospectus Supplement For Unit Offerings(47)

- 
- (1) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on July 30, 2012.
  - (2) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 2 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-114552), filed on July 6, 2004.
  - (3) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on August 26, 2011.
  - (4) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 3 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-114552), filed on July 23, 2004.

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- (5) Incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed on January 20, 2011.
- (6) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on August 5, 2009.

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- (7) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on December 21, 2010.
- (8) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on February 18, 2011.
- (9) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-170724), filed on April 6, 2011.
- (10) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2010.
- (11) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on February 18, 2011.
- (12) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 1, 2011.
- (13) Intentionally deleted.
- (14) Intentionally deleted.
- (15) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 1, 2012.
- (16) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 8, 2012.
- (17) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 14, 2012.
- (18) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on March 21, 2012.
- (19) Incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed on April 2, 2012.
- (20) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 5, 2012.
- (21) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 12, 2012.
- (22) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on April 16, 2012.
- (23) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on April 16, 2012.
- (24) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 26, 2012.
- (25) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on May 7, 2012.
- (26) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on May 7, 2012.
- (27) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on June 14, 2012.

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- (28) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on June 28, 2012.
- (29) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 6, 2012.
- (30) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-170724), filed on January 27, 2011.
- (31) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 12, 2012.
- (32) Intentionally deleted.
- (33) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 15 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 19, 2012.
- (34) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 26, 2012.
- (35) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 2, 2012.
- (36) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 9, 2012.
- (37) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on August 14, 2012.
- (38) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on August 14, 2012.
- (39) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 16, 2012.
- (40) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 20 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 23, 2012.
- (41) Intentionally deleted.
- (42) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 7, 2012.
- (43) Intentionally deleted.
- (44) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 13, 2012.

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- (45) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 20, 2012.
- (46) Incorporated by reference to the corresponding exhibit number to the initial filing of this Registration Statement, filed on August 24, 2012.
- (47) Incorporated by reference to the corresponding exhibit number to Pre-Effective Amendment No. 1 of this Registration Statement, filed on September 25, 2012.
- (48) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 27, 2012.
- (49) Incorporated by reference to the exhibit number (I)(9) to Pre-Effective Amendment No. 1 of this Registration Statement, filed on September 25, 2012.
- (50) Incorporated by reference to the exhibit number (I)(8) to Pre-Effective Amendment No. 1 of this Registration Statement, filed on September 25, 2012.
- (51) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on October 4, 2012.
- (52) Incorporated by reference to the corresponding exhibit number to Pre-Effective Amendment No. 3 of this Registration Statement, filed on October 26, 2012.
- (53) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 1 of this Registration Statement, filed on November 7, 2012.
- (54) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 2 of this Registration Statement, filed on November 23, 2012.
- (55) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 3 of this Registration Statement, filed on November 29, 2012.
- (56) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 4 of this Registration Statement, filed on December 6, 2012.
- (57) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 5 of this Registration Statement, filed on December 13, 2012.
- (58) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 6 of this Registration Statement, filed on December 20, 2012.
- (59) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2012.
- (60) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 7 of this Registration Statement, filed on December 21, 2012.
- (61) Incorporated by reference to the corresponding exhibit number to Post-Effective Amendment No. 8 of this Registration Statement, filed on December 28, 2012.

Filed herewith.

\* To be filed by amendment.

**ITEM 26. *MARKETING ARRANGEMENTS***

The information contained under the heading "Plan of Distribution" on this Registration Statement is incorporated herein by reference and any information concerning any underwriters will be contained in the accompanying prospectus supplement, if any.

**ITEM 27. *OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION*\*\***

Commission registration fee	\$	365,600
NASDAQ Global Select Additional Listing Fees		65,000
FINRA filing fee		225,500
Accounting fees and expenses		500,000
Legal fees and expenses		1,000,000
Printing and engraving		500,000
Miscellaneous fees and expenses		100,000
Total	\$	2,756,100

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\*\* These amounts are estimates.

All of the expenses set forth above shall be borne by the Company.

**ITEM 28. *PERSONS CONTROLLED BY OR UNDER COMMON CONTROL***

As of June 30, 2012, the following list sets forth entities in which the Registrant owns a controlling interest, the state under whose laws the entity is organized, and the percentage of voting securities or membership interests owned by the Registrant in such entity. None of these entities are consolidated for purposes of financial reporting.

affiliate of Prospect Capital Management is the general partner of, and may be deemed to control, the following entities:

Name	Jurisdiction of Organization
Prospect Street Ventures I, LLC	Delaware
Prospect Management Group LLC	Delaware
Prospect Street Broadband LLC	Delaware
Prospect Street Energy LLC	Delaware
Prospect Administration LLC	Delaware

**ITEM 29. NUMBER OF HOLDERS OF SECURITIES**

The following table sets forth the approximate number of record holders of our common stock at October 25, 2012.

Title of Class	Number of Record Holders
Common Stock, par value \$.001 per share	136

**ITEM 30. INDEMNIFICATION**

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as being material to the cause of action. Our charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law, subject to the requirements of the 1940 Act.

Our charter authorizes us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to obligate ourselves to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee, from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. Our bylaws obligate us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in any such capacity from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. The charter and bylaws also permit us to indemnify and advance expenses to any person who served a predecessor of us in any of the capacities described above and any of our employees or agents or any employees or agents of our predecessor. In accordance with the 1940 Act, we will not indemnify any person for any liability to which such person would be subject by reason of such person's willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

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Maryland law requires a corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of

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his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made, or threatened to be made, a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that a personal benefit was improperly received, unless in either case a court orders indemnification, and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (a) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (b) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

The Investment Advisory Agreement provides that, absent willful misfeasance, bad faith or gross negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Capital Management LLC (the Adviser) and its officers, managers, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of the Adviser's services under the Investment Advisory Agreement or otherwise as an Investment Adviser of the Company.

The Administration Agreement provides that, absent willful misfeasance, bad faith or negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Administration LLC and its officers, manager, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of Prospect Administration LLC's services under the Administration Agreement or otherwise as administrator for the Company.

The Administrator is authorized to enter into one or more sub-administration agreements with other service providers (each a Sub-Administrator) pursuant to which the Administrator may obtain the services of the service providers in fulfilling its responsibilities hereunder. Any such sub-administration agreements shall be in accordance with the requirements of the 1940 Act and other applicable U.S. Federal and state law and shall contain a provision requiring the Sub-Administrator to comply with the same restrictions applicable to the Administrator.

### **ITEM 31. BUSINESS AND OTHER CONNECTIONS OF INVESTMENT ADVISER**

A description of any other business, profession, vocation or employment of a substantial nature in which the Adviser, and each managing member, director or executive officer of the Adviser, is or has been during the past two fiscal years, engaged in for his or her own account or in the capacity of director, officer, employee, partner or trustee, is set forth in Part A of this Registration Statement in the section entitled Management. Additional information regarding the Adviser and its officers and directors is set forth in its Form ADV, as filed with the Securities and Exchange Commission (SEC File No. 801-62969), and is incorporated herein by reference.

**ITEM 32. LOCATION OF ACCOUNTS AND RECORDS**

All accounts, books and other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940, and the rules thereunder are maintained at the offices of:

- (1) the Registrant, Prospect Capital Corporation, 10 East 40th Street, 44th Floor, New York, NY 10016;
- (2) the Transfer Agent, American Stock Transfer & Trust Company, LLC;
- (3) the Custodian, U.S. Bank National Association; and
- (4) the Adviser, Prospect Capital Management LLC, 10 East 40th Street, 44th Floor, New York, NY 10016.

**ITEM 33. MANAGEMENT SERVICES**

Not Applicable.

**ITEM 34. UNDERTAKINGS**

1. The Registrant undertakes to suspend the offering of shares until the prospectus is amended if (1) subsequent to the effective date of its registration statement, the net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement; or (2) the net asset value increases to an amount greater than the net proceeds as stated in the prospectus.

2. The Registrant undertakes if the securities being registered are to be offered to existing stockholders pursuant to warrants or rights, and any securities not taken by stockholders are to be reoffered to the public, to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by underwriters during the subscription period, the amount of unsubscribed securities to be purchased by underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters of the securities being registered is to be made on terms differing from those set forth on the cover page of the prospectus, we will file a post-effective amendment to set forth the terms of such offering.

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3. The Registrant undertakes:

(a) to file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement:

(1) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

(2) to reflect in the prospectus any facts or events after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(b) that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(d) that, for the purpose of determining liability under the 1933 Act to any purchaser, each prospectus filed pursuant to Rule 497(b), (c), (d) or (e) under the 1933 Act as part of a registration statement relating to an offering, other than prospectuses filed in reliance on Rule 430A under the 1933 Act, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

(e) that, for the purpose of determining liability of the Registrant under the 1933 Act to any purchaser in the initial distribution of securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to the purchaser: (1) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 497 under the 1933 Act; (2) the portion of any advertisement pursuant to Rule 482 under the 1933 Act relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and (3) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

4. The Registrant undertakes that it will not sell any units consisting of combinations of securities that have not previously been described in a registration statement of the Registrant or an amendment thereto that was subject to review by the Commission and that subsequently became effective.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, in the State of New York, on the 4th day of January, 2013.

**PROSPECT CAPITAL CORPORATION**

By: /s/ John F. Barry III  
John F. Barry III  
*Chief Executive Officer and Chairman of the Board of Directors*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on January 4, 2013. This document may be executed by the signatories hereto on any number of counterparts, all of which constitute one and the same instrument.

Signature	Title
/s/ John F. Barry III John F. Barry III	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
/s/ M. Grier Eliasek M. Grier Eliasek	Chief Operating Officer and Director
/s/ Brian H. Oswald Brian H. Oswald	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
/s/ William J. Grep* William J. Grep	Director
/s/ Andrew C. Cooper* Andrew C. Cooper	Director
/s/ Eugene S. Stark* Eugene S. Stark	Director
*By: /s/ M. Grier Eliasek M. Grier Eliasek <i>as Attorney-in-Fact</i>	

**INDEX TO EXHIBITS**

- (d)(92) Thirty-Eighth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee
- (d)(93) Form of 4.375% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(92))
- (d)(94) Thirty-Ninth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee
- (d)(95) Form of 4.875% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(94))
- (d)(96) Fortieth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee
- (d)(97) Form of 5.875% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(96))