

PROSPECT ENERGY CORP  
Form 8-K  
September 22, 2006

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934.

**Date of Report: September 21, 2006**  
**(Date of earliest event reported)**

**Prospect Energy Corporation**  
**(Exact name of registrant as specified in its charter)**  
**MD**

**(State or other jurisdiction**  
**of incorporation) 333-114552**  
**(Commission File Number) 43-2048643**  
**(IRS Employer**  
**Identification Number)**

**10 East 40th Street, Suite 4400, New York, New York 10016**  
**(Address of principal executive offices) 10016**  
**(Zip Code)**  
**212 448-0702**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former Name or Former Address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Prospect Energy Corporation Announces Changes in Board of Directors

**Item 9.01. Financial Statements and Exhibits**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

99.1 Press Release of Prospect Energy Corporation dated September 21, 2006

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 21, 2006

**PROSPECT ENERGY CORPORATION**

By: /s/ John F. Barry III

John F. Barry III

*Chief Executive Officer*

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**Exhibit Index** **Exhibit No.** **Description** 99.1 Press Release of Prospect Energy Corporation dated September 21, 2006