

DAXOR CORP
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PROSPECTUS SUPPLEMENT

(to Prospectus dated August 23, 2018)

Daxor Corporation

Up to 490,000 Shares of Common Stock

Daxor Corporation is an investment company with medical instrumentation and biotechnology operations. While the company is not primarily engaged in the business of investing, reinvesting, owning, holding or trading in securities, the company is dependent upon earnings from its investment portfolio to fund its medical instrumentation and biotechnology operations and has registered as a closed-end investment company under the Investment Company Act of 1940, as amended. While Daxor Corporation is registered as a closed-end investment company, it has always conducted its business as an operating company and has never been in, or held itself out to be in, the business of investing, reinvesting, owning, holding or trading in securities.

The company has entered into an Equity Distribution Agreement (the "Equity Distribution Agreement") with Roth Capital Partners, LLC ("Roth" or the "Sales Agent") relating to the shares of common stock, par value \$0.01 per share, offered by this prospectus supplement and the accompanying prospectus. Sales of common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act of 1933, as amended, or the Securities Act. Roth will make all sales using commercially reasonable efforts consistent with its normal trading and sales practices, on mutually agreed terms between Roth and us. Sales of the shares of our common stock, if any, through Roth or directly to Roth acting as principal will be made by means of ordinary brokers' transactions on the NYSE American or any other existing trading market in the United States for our common stock, sales made to or through a market maker other than on an exchange or otherwise, in privately-negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices agreed by Roth and us or any other method permitted by law. If we and Roth agree on any method of distribution other than sales of shares of our common stock into the NYSE American or another existing trading market in the United States at market prices, we will file a further prospectus supplement providing all information about such offering as required under the Securities Act. There is no arrangement for funds to be received in any escrow, trust or similar arrangement.

While we may offer up to 500,000 shares of common stock under the Equity Distribution Agreement, during any 12-month period, the aggregate market value of securities we may offer under this registration statement shall not exceed one third of the aggregate market value of voting and non-voting common equity held by persons who are not affiliates of our company, and this maximum amount is currently \$2,319,826, based on the last reported sale price of \$8.80 on October 30, 2018, which would limit the offering pursuant to this Prospectus Supplement to an aggregate of approximately 490,000 shares of common stock, assuming all shares are sold at \$4.71 per share, the last reported sale price on October 26, 2018.

Roth will receive from us a commission of up to 3% of the gross sales price of all shares sold through it under the Equity Distribution Agreement. In connection with the sale of the common stock on our behalf, Roth will be deemed to be an “underwriter” within the meaning of the Securities Act and the compensation of Roth will be deemed to be underwriting commissions or discounts.

(continued on following page)

Investing in the Common Stock involves certain risks. See “Risk Factors” beginning on page 7 of the accompanying Prospectus. You should consider carefully these risks together with all of the other information contained in this Prospectus Supplement and the accompanying Prospectus before making a decision to purchase Common Stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus Supplement or the accompanying Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Roth Capital Partners

This Prospectus Supplement is dated October 31, 2018.

(continued from previous page)

As noted above, during any 12-month period, the aggregate market value of securities we may offer under this registration statement may not exceed one third of the aggregate market value of voting and non-voting common equity held by persons who are not affiliates of our company. The aggregate market value of our outstanding common stock held by non-affiliates, or public float, is approximately \$6,959,480, based on the closing price of our common stock as reported on the NYSE American on October 30, 2018, which was \$8.80, as calculated in accordance with applicable rules and regulations. In no event will we sell our common stock in a primary offering under this registration statement with a value exceeding one-third of our public float in any 12-month period, which amount is currently \$2,319,826, unless our public float subsequently rises to \$75.0 million or more. We have not offered any securities during the 12 calendar months prior to and including the date of this prospectus supplement.

As of October 26, 2018, the last reported sale price for the Common Stock on the NYSE American was \$4.71 per share. The net asset value (“NAV”) per share of the Common Stock as of the close of business on October 26, 2018 was \$3.48, representing a premium of market price to NAV of 35.3%. To the extent that the market price per share, less any distributing commission or discount, is less than the then current NAV per share on any given day, the company will instruct Roth not to make any sales on such day.

Our currently outstanding shares of Common Stock are, and the shares of Common Stock offered by this Prospectus Supplement and the accompanying Prospectus will be, listed on the NYSE American under the symbol “DXR”.

This Prospectus Supplement, together with the accompanying Prospectus, dated August 23, 2018, sets forth the information that you should know before investing in shares of Common Stock. You should read this Prospectus Supplement and the accompanying Prospectus, which contain important information about the company, before deciding whether to invest, and you should retain them for future reference. A Statement of Additional Information, dated August 23, 2018 (the “SAI”), as supplemented from time to time, containing additional information about the company, has been filed with the Securities and Exchange Commission (“SEC”) and is incorporated by reference in its entirety into the accompanying Prospectus. This Prospectus Supplement, the accompanying Prospectus and the SAI are part of a “shelf” registration statement filed with the SEC. This Prospectus Supplement describes the specific details regarding this offering, including the method of distribution. If information in this Prospectus Supplement is inconsistent with the accompanying Prospectus or the SAI, you should rely on this Prospectus Supplement. You may request a free copy of the SAI, the table of contents of which is on page 24 of the accompanying Prospectus, or request other information about the company (including the company’s annual and semi-annual reports) or make shareholder inquiries by calling (888) 774-3268 or by writing the company, or you may obtain a copy (and other information regarding the company) from the SEC’s web site (<http://www.sec.gov>). Free copies of the company’s reports and the SAI will also be available from the company’s website at www.daxor.com.

The shares of Common Stock do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency.

Capitalized terms used herein that are not otherwise defined shall have the meanings assigned to them in the accompanying Prospectus.

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus Supplement and the accompanying Prospectus contain or incorporate by reference forward-looking statements, within the meaning of the federal securities laws, that involve risks and uncertainties. These statements describe the company's plans, strategies, and goals and our beliefs and assumptions concerning future economic and other conditions and the outlook for the company, based on currently available information. In this Prospectus Supplement and the accompanying Prospectus, words such as "anticipates," "believes," "expects," "objectives," "goals," "future," "intends," "seeks," "will," "may," "could," "should," and similar expressions are used in an effort to identify forward-looking statements, although some forward-looking statements may be expressed differently. The company is not entitled to the safe harbor for forward-looking statements pursuant to Section 27A of the Securities Act of 1933, as amended.

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You should rely only on the information contained or incorporated by reference in this Prospectus Supplement and the accompanying Prospectus in making your investment decisions. The company has not and Roth has not authorized any other person to provide you with different or inconsistent information. If anyone provides you with different or

inconsistent information, you should not rely on it. The company and Roth take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This Prospectus Supplement and the accompanying Prospectus do not constitute an offer to sell or solicitation of an offer to buy any securities in any jurisdiction where the offer or sale is not permitted. The information appearing in this Prospectus Supplement and in the accompanying Prospectus is accurate only as of the respective dates on their front covers. The company's business, financial condition and prospects may have changed since such dates. The company will advise investors of any material changes to the extent required by applicable law.

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PROSPECTUS SUMMARY

This is only a summary of information contained elsewhere in this Prospectus Supplement and the accompanying Prospectus. This summary does not contain all of the information that you should consider before investing in the shares of Common Stock. You should carefully read the more detailed information contained in this Prospectus Supplement and the accompanying Prospectus, dated August 23, 2018, especially the information set forth under the headings “Investment Objectives and Policies” and “Risk Factors” prior to making an investment in the company. You may also wish to request a copy of the company’s Statement of Additional Information, dated August 23, 2018 (the “SAI”), which contains additional information about the company. Capitalized terms used herein that are not otherwise defined shall have the meanings assigned to them in the accompanying Prospectus.

The Company Daxor Corporation is an investment company with medical instrumentation and biotechnology operations. While Daxor Corporation is registered as a closed-end investment company, it has always conducted its business as an operating company and has never been in, or held itself out to be in, the business of investing, reinvesting, owning, holding or trading in securities. Our major focus is the development of the BVA-100 ® Blood Volume Analyzer, an instrument that rapidly and accurately measures human blood volume. This instrument is used in conjunction with Volumex ®, a single-use radiopharmaceutical diagnostic injection and collection kit. We also own the Daxor Oak Ridge Operations (DORO) facility in Oak Ridge, Tennessee, which manufactures, tests, and develops next-generation models of the BVA-100 ®. We are offering shares of our common stock, par value \$0.01 per share (the “Common Stock”), under this prospectus supplement, at prices and on terms to be determined by market conditions at the time of offering.

Management of the Company The responsibility of the company’s Board of Directors is to exercise corporate powers and to oversee management of the business of Daxor Corporation. The officers of the company are principally responsible for its operations. The company is not primarily engaged in the business of investing, reinvesting, owning, holding or trading in securities. As such, the company has no investment advisors, administrator, affiliated brokerage, dividend paying agent, non-resident managers, or portfolio managers. The nature of the instruments in which funds in excess of immediate capital needs are placed are consistent with capital preservation and liquidity. Subject to the oversight of the Board, the company’s Chief Executive Officer, Michael Feldschuh, is the only individual responsible for the day-to-day management of Daxor’s investments.

Listing and Symbol Our currently outstanding shares of Common Stock are, and the shares of Common Stock offered by this Prospectus Supplement and the accompanying Prospectus will be, listed on the NYSE American under the symbol “DXR”. As of October 26, 2018, the last reported sale price for the Common Stock on the NYSE American was \$4.71 per share. The net asset value (“NAV”) per share of the Common Stock as of the close of business on October 26, 2018 was \$3.48, representing a premium of market price to NAV of 35.3%.

The Offering The company has entered into an Equity Distribution Agreement (the “Equity Distribution Agreement”), with Roth Capital Partners, LLC (“Roth” or the “Sales Agent”) relating to the shares of Common Stock offered by this Prospectus Supplement and the accompanying Prospectus. In accordance with the terms of the Equity Distribution Agreement, the company may offer and sell up to 500,000 shares of

Common Stock, from time to time, through Roth as the company's agent for the offer and sale of the Common Stock. Sales of shares of Common Stock, if any, under this Prospectus Supplement and the accompanying Prospectus may be made in transactions that are deemed to be "at the market" as defined in Rule 415 under the Securities Act of 1933, as amended, or the Securities Act. See "Plan of Distribution" in this Prospectus Supplement.

Under the Investment Company Act of 1940, as amended, the company may not sell shares of Common Stock at a price below the then current NAV per share, after taking into account any commission or discount.

Risks

See "Risk Factors" beginning on page 7 of the accompanying Prospectus for a discussion of factors you should consider carefully before deciding to invest in the shares of Common Stock.

**Use of
Proceeds**

We intend to use the net proceeds from the sale of the securities offered hereby for working capital and other general corporate purposes, including to develop our products, fund capital expenditures, make investments in or acquisitions of other businesses, solutions or technologies or repay a portion of our outstanding borrowings. We currently have no plan or proposal to make any particular such investment or acquisition. Pending these uses, we intend to invest the net proceeds in interest-bearing, investment-grade securities.

SUMMARY OF EXPENSES

The following table contains information about the costs and expenses that shareholders will bear directly or indirectly. The table is based on the capital structure of the company as of June 30, 2018 (except as noted below), after giving effect to the anticipated net proceeds of the shares of Common Stock offered by this Prospectus Supplement and the accompanying Prospectus and assuming that the company incurs the estimated offering expenses. The purpose of the table and the example below is to help you understand the fees and expenses that you, as a holder of Common Stock, would bear directly or indirectly.

Shareholder Transaction Expenses	
Sales load (as a percentage of offering price)	3.00% ⁽¹⁾
Offering expenses borne by the company (as a percentage of offering price)	0.2 % ⁽²⁾

Annual Expenses	Percentage of Net Assets Attributable to Common Shares ⁽³⁾	
Management fees ⁽⁴⁾	None	
Annualized Interest Payments on Borrowed Funds	0.73	%
Annualized Other Expenses	1.56	%
Total Annual Expenses before Taxes	2.29	%
Estimated Annualized Tax Expense	0.10	%
Total Annual Expense after Taxes ⁽⁵⁾	2.39	%

Represents the estimated commission with respect to the Common Stock being sold in this offering. Roth will be (1) entitled to compensation of up to 3.00% of the gross proceeds of the sale of any shares of Common Stock under the Equity Distribution Agreement.

(2) Represents the costs associated with the company's registration statement and any offerings pursuant to such registration statement.

(3) Based upon average net assets applicable to shares of Common Stock during the period ended June 30, 2018 after giving effect to the anticipated net proceeds of the Common Stock offered by this Prospectus Supplement based on an assumed price per share of \$4.71 (the last reported sale price of the Common Stock on the NYSE American as of October 26, 2018). The price per share of any sale of Common Stock may be greater or less than the price assumed herein, depending on the market price of the Common Stock at the time of any sale. There is no guarantee that there will be any sales of Common Stock pursuant to this Prospectus Supplement. The number of shares of Common Stock actually sold pursuant to this Prospectus Supplement may be less than as assumed

herein.

(4) The company does not pay a management fee.

As explained in the company's Form N-CSR/A, dated March 7, 2018, the company has significant net operating loss and capital loss carry forwards and for the foreseeable future no adjustments to tax liabilities or operations is

(5) necessary. However, the company is subject to state and local taxes where the annualized impact to operations is approximately 0.10%.

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Example

As required by relevant SEC regulations, the following Example illustrates the expenses that you would pay on a \$1,000 investment in shares of Common Stock, assuming (1) “Total annual expenses” of 2.39% of net assets attributable to shares of Common Stock, (2) the sales load of \$30 and estimated offering expenses of \$120,650, and (3) a 5% annual return*:

	1	3	5	10
	Year	Years	Years	Years
Total Expenses Incurred	\$ 24	\$ 73	\$ 125	\$ 266

The Example should not be considered a representation of future expenses or returns. Actual expenses may be higher or lower than those assumed. Moreover, the company’s actual rate of return may be higher or lower than the hypothetical 5% return shown in the Example. The Example assumes that all dividends and distributions are reinvested at net asset value.

CAPITALIZATION

In accordance with the terms of the Equity Distribution Agreement, the company may offer and sell up to 500,000 shares of Common Stock, from time to time, through Roth as the company's agent for the offer and sale of Common Stock. However, during any 12-month period, the aggregate market value of securities we may offer under this registration statement may not exceed one third of the aggregate market value of voting and non-voting common equity held by persons who are not affiliates of our company, and this amount is currently \$2,319,826. So, this limits the offering pursuant to this Prospectus Supplement to an aggregate of approximately 490,000 shares of common stock, assuming shares are sold at the last reported sale price on October 26, 2018 of \$4.71 per share. Nonetheless, the capitalization table reflects the maximum amount that may be sold pursuant to the Equity Distribution Agreement.

The price per share of any shares of Common Stock sold hereunder may be greater or less than the price of \$4.71 (the last reported sale price for the Common Stock on the NYSE American as of October 26, 2018) assumed herein, depending on the market price of the Common Stock at the time of such sale. Furthermore, there is no guarantee that the company will sell all of the shares of Common Stock available for sale hereunder or that there will be any sales of Common Stock hereunder. To the extent that the market price per share of the shares of Common Stock, less any distributing commission or discount, is less than the then current NAV per share on any given day, the company will instruct Roth not to make any sales on such day.

The following table sets forth the company's capitalization at June 30, 2018:

i. on a historical basis; and

ii. on an as adjusted basis to reflect the assumed sale of 500,000 shares of Common Stock at a price of \$4.71 per share (the last reported sale price for the Common Stock on the NYSE American Exchange as of October 26, 2018), in an offering under this Prospectus Supplement and the accompanying Prospectus less the assumed commission of \$70,650 (representing a commission paid to Roth Capital Partners of 3.00% of the gross proceeds of the sale of Common Stock effected by Roth Capital Partners in this offering) and estimated offering expenses payable by the company of \$120,650.

Net asset value (10,000,000 shares authorized, , 5,316,530 issued and 3,728,719 outstanding 6/30/18)

	Actual 6/30/18 (Unaudited)	As Adjusted (Unaudited)
Capital paid in	10,811,476	13,166,476
Undistributed net investment income	8,023,912	8,023,912

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Unrealized net appreciation on investments, securities and options borrowed	9,275,766	9,275,766
Treasury Stock	(14,998,851)	(14,998,851)
Net Assets	13,112,303	15,467,303

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USE OF PROCEEDS

Sales of shares of Common Stock, if any, under this Prospectus Supplement and the accompanying Prospectus may be made in transactions that are deemed to be “at the market” as defined in Rule 415 under the Securities Act. Assuming the sale of the 500,000 shares of Common Stock available for sale pursuant to the Equity Distribution Agreement, the net proceeds to the company from this offering will be approximately \$2,355,000 (assuming a price of \$4.71 per share, which was the last reported sales price of the Common Stock on the NYSE American on October 26, 2018) after deducting the estimated commission and estimated offering expenses. However, during any 12-month period, the aggregate market value of securities we may offer under this registration statement may not exceed one third of the aggregate market value of voting and non-voting common equity held by persons who are not affiliates of our company, and this amount is currently \$2,319,826.

There is no guarantee that there will be any sales of Common Stock pursuant to the Equity Distribution Agreement. The price per share of any Common Stock sold hereunder may be greater or less than the price assumed herein, depending on the market price of the Common Stock at the time of such sale. Furthermore, there is no guarantee that the company will sell all of the Common Stock available for sale hereunder or that there will be any sales of Common Stock hereunder. To the extent that the market price per share of the shares of Common Stock, less any distributing commission or discount, is less than the then current NAV per share on any given day, the Company will instruct Roth not to make any sales on such day. As a result, the actual net proceeds received by the company may be less than the amount of net proceeds estimated in this paragraph.

We intend to use the net proceeds from the sale of the securities offered hereby for working capital and other general corporate purposes, including to develop our products, fund capital expenditures, make investments in or acquisitions of other businesses, solutions or technologies or repay a portion of our outstanding borrowings. We currently have no plan or proposal to make any particular such investment or acquisition. Pending these uses, we intend to invest the net proceeds in, interest-bearing, investment-grade securities.

PLAN OF DISTRIBUTION

Under the Equity Distribution Agreement with Roth Capital Partners, LLC (“Roth” or the “Sales Agent”) upon written instructions from the company, Roth will use its commercially reasonable efforts consistent with its sales and trading practices, to solicit offers to purchase the Common Stock under the terms and subject to the conditions set forth in the Equity Distribution Agreement. Roth’s solicitation will continue until the company instructs Roth to suspend the solicitations and offers. The company will instruct Roth as to the amount of Common Stock to be sold by Roth. The company may instruct Roth not to sell shares of Common Stock if the sales cannot be effected at or above the price designated by the company in any instruction. The company or Roth may suspend the offering of Common Stock upon proper notice.

Sales of common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933, as amended, or the Securities Act. Sales of the shares of our common stock, if any, through Roth or directly to Roth acting as principal will be made by means of ordinary brokers’ transactions on the NYSE American or any other existing trading market in the United States for our common stock, sales made to or through a market maker other than on an exchange or otherwise, in privately-negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices agreed by Roth and us or any other method permitted by law. If we and Roth agree on any method of distribution other than sales of shares of our common stock into the NYSE American or another existing trading market in the United States at market prices, we will file a further prospectus supplement providing all information about such offering as required by Rule 424(b) under the Securities Act.

Roth will provide written confirmation to the company not later than the opening of the trading day on the NYSE American following any trading day on which shares of Common Stock are sold under the Equity Distribution Agreement. Each confirmation will include the number of shares sold on the preceding day, the net proceeds to the company and the compensation payable by the company to Roth in connection with the sales.

The company will pay Roth commissions for its services in acting as sales agent for the sale of Common Stock. Roth will be entitled to compensation of up to 3% of the gross proceeds of the sale of any Common Stock under the Equity Distribution Agreement. The company has also agreed to reimburse Roth the fees and disbursements of its legal counsel in an amount up to \$30,000. There is no guarantee that there will be any sales of Common Stock pursuant to this Prospectus Supplement.

Settlement for sales of shares of Common Stock will occur on the second trading day following the date on which such sales are made, or on some other date that is agreed upon by the company and Roth in connection with a particular transaction, in return for payment of the net proceeds to the company. There is no arrangement for funds to be deposited in escrow, trust or similar arrangement.

We will report at least quarterly the number of shares of our common stock sold through Roth under the Equity Distribution Agreement and the net proceeds to us.

In connection with the sale of Common Stock on behalf of the company, Roth will be deemed to be an “underwriter” within the meaning of the Securities Act, and the compensation paid to Roth may be deemed to be underwriting commissions or discounts. The company has agreed to provide indemnification and contribution to Roth against certain civil liabilities, including liabilities under the Securities Act. The company has also agreed to reimburse Roth for other specified expenses.

The offering of Common Stock pursuant to the Equity Distribution Agreement will terminate upon the earlier of (1) the sale of all shares of Common Stock subject to the Equity Distribution Agreement or (2) the termination of the Equity Distribution Agreement. The Equity Distribution Agreement may be terminated by the company in its sole discretion at any time by giving five days’ notice to Roth. Roth may terminate the Equity Distribution Agreement under the circumstances specified in the Equity Distribution Agreement by giving one or five days’ notice to the company, depending upon the circumstances related to Roth’s termination of the Equity Distribution Agreement.

Under the Investment Company Act of 1940, as amended, the company may not sell shares of Common Stock at a price below the then current NAV per share, after taking into account any commission or discount. To the extent that the market price per share of the Common Stock is less than the then current NAV per share, after taking into account any commission or discount, on any given day, the company will instruct Roth not to make any sales on such day.

The principal business address of Roth is 888 San Clemente Drive, Newport Beach, California 92660.

LEGAL MATTERS

Certain legal matters will be passed on by Foley & Lardner LLP, New York, New York, as counsel to the company in connection with the offering of Common Stock. Certain legal matters will be passed on by Ellenoff Grossman & Schole LLP, New York, New York, as counsel to Roth Capital Partners, LLC in connection with the offering of Common Stock.

ADDITIONAL INFORMATION

This Prospectus Supplement and the accompanying Prospectus constitute part of a Registration Statement filed by the company with the SEC under the Securities Act and the 1940 Act. The semi-annual report is hereby incorporated by reference from the company's Form N-CSR filed on August 24, 2018. This Prospectus Supplement and the accompanying Prospectus omit certain of the information contained in the Registration Statement, and reference is hereby made to the Registration Statement and related exhibits for further information with respect to the company and the Common Stock offered hereby. Any statements contained herein concerning the provisions of any document are not necessarily complete, and, in each instance, reference is made to the copy of such document filed as an exhibit to the Registration Statement or otherwise filed with the SEC. Each such statement is qualified in its entirety by such reference. The complete Registration Statement may be obtained from the SEC upon payment of the fee prescribed by its rules and regulations or free of charge through the SEC's web site (<http://www.sec.gov>).

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DAXOR CORPORATION

BASE PROSPECTUS

\$28,000,000

Daxor Corporation

Common Stock

Daxor Corporation is an investment company with medical instrumentation and biotechnology operations. While the company is not primarily engaged in the business of investing, reinvesting, owning, holding or trading in securities, the company is dependent upon earnings from its investment portfolio to fund operations *and has registered as a closed-end investment company under the Investment Company Act of 1940, as amended*. While Daxor Corporation is registered as a closed-end investment company, it has always conducted its business as an operating company and has never been in, or held itself out to be in, the business of investing, reinvesting, owning, holding or trading in securities.

Our major focus is the development of the BVA-100[®] Blood Volume Analyzer, an instrument that rapidly and accurately measures human blood volume. This instrument is used in conjunction with Volumex[®], a single-use radiopharmaceutical diagnostic injection and collection kit. We also own the Daxor Oak Ridge Operations (DORO) facility in Oak Ridge, Tennessee, which manufactures, tests, and develops next-generation models of the BVA-100[®].

We may offer shares of our common stock, par value \$0.01 per share, from time to time under this prospectus, together with any applicable prospectus supplement, at prices and on terms to be determined by market conditions at the time of offering. This prospectus provides you with a description of the common stock we may offer. Each time we offer securities, we will provide a prospectus supplement that will describe the specific amounts, prices and other important terms of the offering. During any 12-month period, the aggregate market value of securities we may offer may not exceed one third of the aggregate market value of voting and non-voting common equity held by persons who are not affiliates of our company.

In addition, we are registering shares of our common stock for resale by the selling shareholder named in this prospectus, or its transferees, pledgees, donees or successors. We will not receive any proceeds from the sale of these shares, although we have paid the expenses of preparing this prospectus and the related registration statement.

Holders of our common stock are entitled to dividends as our board of directors may declare from time to time out of legally available funds. Each holder of our common stock is entitled to one vote per share. Our common stock is described in greater detail in this prospectus under “*Daxor Corporation Common Stock*”.

A prospectus supplement that we may authorize to be provided to you may also add, update or change information contained in this prospectus or in documents we have incorporated by reference. However, no prospectus supplement will offer a security that is not registered and described in this prospectus at the time of the effectiveness of the registration statement of which this prospectus is a part.

We may offer shares of common stock (1) directly to one or more purchasers, (2) through agents that we may designate from time to time or (3) to or through underwriters or dealers. We, and our underwriters or agents, reserve the right to accept or reject all or part of any proposed purchase of securities. If we do offer securities through underwriters or agents, we will include in the applicable prospectus supplement: (1) the names of those underwriters or agents; (2) applicable fees, discounts and commissions to be paid to them; (3) details regarding over-allotment options, if any; and (4) the net proceeds to us.

You should rely only on the information that we have provided or incorporated by reference in this prospectus, and any applicable prospectus supplement that we may authorize to be provided to you. We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus, and any applicable prospectus supplement. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus, and the accompanying prospectus supplement. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

This prospectus and the accompanying supplement to this prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor do this prospectus and the accompanying supplement to this prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus and any applicable prospectus supplement is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference therein is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus and any applicable prospectus supplement is delivered or the applicable securities are sold on a later date.

Our common stock has continuously been traded since its initial public offering. The company's common stock is traded on the NYSE American Exchange under the symbol DXR.

There are risks involved in investing in the Daxor Corporation's stock. See the "Risk Factors" section beginning on page 7 of this prospectus.

This prospectus sets forth concisely the information about Daxor Corporation that a prospective investor ought to know before investing. This prospectus should be retained for future reference. Additional information about the company, in the form of a Statement of Additional Information, dated as of the date of this prospectus, is incorporated herein by reference. You may request a free copy of the Statement of Additional Information, the table of contents of which is on page 24 of this prospectus, or request other information about the company (including our annual and semi-annual reports) or make shareholder inquiries by calling (888) 774-3268 or by writing us at 350 Fifth Avenue (Empire State Building), Suite 4740, New York, New York 10118, Attention Corporate Secretary; or you may obtain a copy (and other information regarding the company) from the SEC's website (www.sec.gov). Free copies of our reports and the SAI will also be available f-size:1.0pt;">

9,264,187

Computers & Peripherals 0.4% (0.3% of Total Investments)

798

SunGard Data Systems, Inc., Term Loan D

4.500%

1/31/20

BB

810,339

Consumer Finance 2.0% (1.4% of Total Investments)

Jackson Hewitt Tax Service, Inc., Term Loan

10.000%

10/16/17

N/R

719,297

1,730

Royalty Pharma Finance Trust, Incremental Term Loan

4.000%

11/09/18

Baa2

1,746,526

1,619

Springleaf Financial Funding Company, Term Loan

5.500%

5/10/17

B

1,627,805

4,076

Total Consumer Finance

4,093,628

Containers & Packaging 0.6% (0.4% of Total Investments)

1,140

Reynolds Group Holdings, Inc., Term Loan

4.750%

9/28/18

B+

1,161,217

Distributors 1.5% (1.0% of Total Investments)

2,978

HD Supply, Inc., Term Loan B

4.500%

10/12/17

B+

3,019,837

Diversified Consumer Services 2.7% (1.9% of Total Investments)

2,066

Cengage Learning Acquisitions, Inc., Term Loan

2.700%

7/03/14

CCC

1,617,710

1,898

Brickman Group Holdings, Inc., Tranche B1, Term Loan

5.500%

10/14/16

B+

1,922,175

1,948

Laureate Education, Inc., Extended Term Loan

5.250%

6/15/18

B1

1,966,275

5,912

Total Diversified Consumer Services

5,506,160

Diversified Financial Services 3.9% (2.6% of Total Investments)

	2,456
Citco III Limited, Term Loan B	4.250%
	6/29/18
	N/R
	2,465,474
	1,500
Ocwen Financial Corporation, Term Loan B	5.000%

1/23/18

B1

1,527,188

3,741

WideOpenWest Finance LLC, Term Loan B

4.750%

4/01/19

B1

3,797,651

7,697

Total Diversified Financial Services

7,790,313

Electrical Equipment 0.5% (0.3% of Total Investments)

	1,000
Sensus Metering Systems, Inc., Term Loan, Second Lien	
	8.500%
	5/09/18
	B-
	1,010,000

Electronic Equipment & Instruments 0.7% (0.5% of Total Investments)

1,463

SMART Modular Technologies, Inc., Term Loan B

8.250%

8/26/17

B+

1,319,906

Food & Staples Retailing 1.5% (1.0% of Total Investments)

1,500

Albertson's, Inc., Term Loan B

5.750%

3/21/16

	BB-
	1,520,742
	1,463
Wilton Products, Inc., Tranche B, Term Loan	
	7.500%
	8/30/18
	B1
	1,482,609
	2,963
Total Food & Staples Retailing	
	3,003,351

Food Products 5.4% (3.7% of Total Investments)

	1,496
AdvancePierre Foods, Inc., Term Loan, First Lien	
	5.750%
	7/10/17
	B1
	1,519,629
	896
BJ's Wholesale Club, Inc., Term Loan, First Lien	
	4.250%
	9/26/19

B

904,710

1,000

Dole Food Company, Inc., Term Loan, WI/DD

TBD

TBD

Ba3

1,008,125

993

Ferrara Candy Company, Term Loan B

7.504%

6/18/18

B

1,013,591

4,300

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H.J. Heinz Company, Term Loan B2, WI/DD

TBD

TBD

BB

4,344,479

1,000

Pinnacle Foods Finance LLC, Term Loan G

3.250%

4/29/20

BB-

1,006,246

1,000

Supervalu, Inc., New Term Loan

6.250%

3/13/19

B+

1,016,667

10,685

Total Food Products

10,813,447

Health Care Equipment & Supplies 4.3% (2.9% of Total Investments)

750

Bausch & Lomb, Inc., Term Loan, (5)

6.250%

5/31/18

B+

756,094

2,978

Bausch & Lomb, Inc., Term Loan B

4.000%

4/25/19

B+

3,017,750

1,303

Hologic, Inc., Term Loan B

4.500%

8/01/19

BBB-

1,321,843

	3,555
Kinetic Concepts, Inc., Term Loan C1	
	5.500%
	5/04/18
	Ba2
	3,623,947
	8,586
Total Health Care Equipment & Supplies	
	8,719,634
Health Care Providers & Services 14.8% (10.0% of Total Investments)	

	3,000
Apria Healthcare Group, Inc., Term Loan, First Lien	
	6.750%
	4/06/20
	BB-
	3,008,907
	954
Ardent Medical Services, Inc., Term Loan, First Lien	
	6.750%
	7/02/18
	B+
	970,734
	184
Community Health Systems, Inc., Extended Term Loan	

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3.787%

1/25/17

BB

186,540

971

CRC Health Corporation, Term Loan B3

8.500%

11/16/15

B+

987,666

2,993

DaVita, Inc., New Term Loan B2

4.000%

11/01/19

Ba2

41

3,031,145

872

Genesis Healthcare LLC, Term Loan

10.002%

12/04/17

B+

870,155

1,360

Gentiva Health Services, Inc., Term Loan B

6.500%

8/17/16

B+

1,371,154

3,146

Golden Living, Term Loan

	5.000%
	5/04/18
	B1
	3,081,454
	1,000
HCA, Inc., Tranche B2, Term Loan	
	3.534%
	3/31/17
	BB
	1,004,104
	1,167
Health Management Associates, Inc., Replacement Term Loan B	
	3.500%
	11/16/18
	BB-
	43

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1,179,792

998

Heartland Dental Care, Inc., Term Loan, First Lien

6.250%

12/21/18

Ba3

1,014,333

500

Heartland Dental Care, Inc., Term Loan, Second Lien

9.750%

6/20/19

CCC+

516,875

1,228

IASIS Healthcare LLC, Term Loan B2, First Lien

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4.500%

5/03/18

Ba3

1,247,123

359

Kindred Healthcare, Term Loan

5.250%

6/01/18

Ba3

362,373

926

LHP Operations Co. LLC, Term Loan B

9.000%

7/03/18

B

45

	950,650
	1,888
LifeCare Holdings, Inc., Term Loan Add On, (6)	
	0.000%
	2/01/16
	N/R
	1,765,686
	164
LifeCare, Term Loan, (6)	
	0.000%
	2/01/16
	N/R
	153,163
	995
National Mentor Holdings, Inc., Term Loan B	

6.500%

2/09/17

B+

1,009,850

1,965

Select Medical Corporation, Term Loan

5.500%

6/01/18

B+

1,989,551

496

Select Medical Corporation, Tranche B, Term Loan A

5.501%

6/01/18

BB-

47

	502,453
	2,481
Sheridan Holdings, Inc., Term Loan, First Lien	
	4.500%
	2/13/18
	B+
	2,516,563
	1,000
Sheridan Holdings, Inc., Term Loan, Second Lien	
	9.000%
	7/01/19
	B-
	1,021,250
	975
Skilled Healthcare Group, Inc., Term Loan	

6.750%

4/09/16

B1

985,969

29,622

Total Health Care Providers & Services

29,727,490

Hotels, Restaurants & Leisure 5.6% (3.8% of Total Investments)

	2,349
24 Hour Fitness Worldwide, Inc., Term Loan B	
	5.250%
	4/22/16
	Ba3
	2,370,386
	1,426
BLB Management Services, Inc., Term Loan	
	5.250%
	9/22/18
	BB-
	1,449,692
	2,400
CCM Merger, Inc. Term Loan	
	6.000%
	50

3/01/17

B+

2,427,030

1,980

Landry's Restaurants, Inc., Term Loan B

4.750%

4/24/18

B+

2,010,938

998

MGM Resorts International, Term Loan B

4.250%

12/20/19

BB

1,014,471

	2,000
Station Casino LLC, Term Loan B	
	5.000%
	3/02/20
	B1
	2,029,166
	11,153
Total Hotels, Restaurants & Leisure	
	11,301,683
Household Durables 1.5% (1.0% of Total Investments)	

	879
Spectrum Brands, Inc., Term Loan	
	4.500%
	12/17/19
	Ba3
	894,166
	2,000
Sun Products Corporation, Term Loan	
	5.500%
	3/23/20
	B1
	2,022,500
	2,879
	53

Total Household Durables

2,916,666

Industrial Conglomerates 2.5% (1.7% of Total Investments)

2,000

DuPont Performance Coatings, Dollar Term Loan B

4.750%

1/17/20

B+

54

2,028,334

2,940

U.S. Foodservice, Inc., Term Loan, First Lien

5.750%

3/31/17

B2

2,974,912

4,940

Total Industrial Conglomerates

5,003,246

Insurance 2.5% (1.7% of Total Investments)

998

Alliant Holdings I LLC, Initial Term Loan B, First Lien

5.000%

12/20/19

B1

1,011,527

998

Cunningham Lindsey Group, Ltd., Term Loan, First Lien

5.000%

12/10/19

Ba3

56

	1,017,450
	1,995
USI Holdings Corporation, Term Loan B	
	5.250%
	12/27/19
	B1
	2,023,263
	975
Vantage Drilling Company, Term Loan B	
	6.250%
	10/25/17
	B-
	985,359
	4,966
Total Insurance	

5,037,599

Internet & Catalog Retail 1.4% (0.9% of Total Investments)

2,743

EIG Investors Corp., Term Loan, First Lien

6.250%

11/09/19

B1

2,767,127

Internet Software & Services 4.8% (3.2% of Total Investments)

998

Ancestry.com, Inc., Initial Term Loan B

7.000%

12/28/18

B+

1,010,355

963

Sabre Inc., term Loan C

4.000%

2/19/18

B1

971,162

2,494

Sabre, Inc., Term Loan B

5.250%

2/19/19

B1

2,534,261

2,000

San Juan Cable LLC, Term Loan, Second Lien

10.000%

6/09/18

CCC+

2,060,000

2,968

SSI Investments II, Ltd., New Term Loan

5.000%

5/26/17

Ba3

3,027,309

9,423

Total Internet Software & Services

9,603,087

IT Services 3.1% (2.1% of Total Investments)

	373
Booz Allen Hamilton, Inc., Term Loan B	
	4.500%
	7/31/19
	BB
	378,629
	1,500
EIG Investors Corp., Term Loan, Second Lien	
	10.250%
	5/09/20
	CCC+
	1,507,500
	933
	62

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SRA International, Term Loan

6.500%

7/20/18

B1

935,865

1,000

SunGard Data Systems, Inc., Term Loan E

4.000%

3/07/20

BB

1,014,063

2,416

VFH Parent LLC, Term Loan B

5.805%

7/08/16

Ba2

2,447,517

6,222

Total IT Services

6,283,574

Leisure Equipment & Products 2.3% (1.5% of Total Investments)

3,000

Bombardier Recreational Products, Inc., Term Loan B

5.000%

1/30/19

B+

3,035,625

1,500

Equinox Holdings, Inc., Term Loan, First Lien

4.500%

1/31/20

B1

1,518,750

4,500

Total Leisure Equipment & Products

4,554,375

Machinery 0.3% (0.2% of Total Investments)

664

Rexnord Corporation, Inc., Term Loan B Refinancing

4.500%

4/01/18

BB

671,178

Media 6.4% (4.4% of Total Investments)

	410
Atlantic Broadband Finance LLC, Term Loan B	
	4.500%
	9/20/19
	BB
	416,671
	581
Cengage Learning Acquisitions, Inc., Tranche B, Extended Term Loan	
	5.700%
	7/04/17
	CCC
	435,124
	67

990

Charter Communications Operating Holdings LLC, Term Loan F, WI/DD

TBD

TBD

Baa3

991,032

945

Cumulus Media, Inc., Term Loan B, First Lien

4.500%

9/18/18

Ba2

962,965

968

Cumulus Media, Inc., Term Loan, Second Lien

7.500%

68

9/16/19

B3

1,009,181

1,000

Internet Brands, Inc., Term Loan B

6.250%

3/13/19

B+

1,006,875

1,500

McGraw-Hill Education Holdings LLC, Term Loan

9.000%

3/22/19

B2

1,497,750

Radio One, Inc., Term Loan B, First Lien

7.500%

2/14/17

B+

1,009,249

1,995

Tribune Company, Exit Term Loan B

4.000%

12/17/19

BB+

2,021,923

2,571

UPC Broadband Holding BV, Term Loan AF

4.000%

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1/31/21

BB-

2,600,358

1,000

UPC Broadband Holding BV, Term Loan AH, WI/DD

TBD

TBD

BB-

999,063

12,942

Total Media

12,950,191

Metals & Mining 0.3% (0.2% of Total Investments)

573

FMG Resources, Ltd., Term Loan B

5.250%

10/18/17

BB+

582,937

Multiline Retail 0.3% (0.2% of Total Investments)

	561
99 Cents Only Stores, Term Loan B1	
	5.250%
	1/11/19
	B+
	569,392
Oil, Gas & Consumable Fuels 5.1% (3.5% of Total Investments)	

1,231

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Buffalo Gulf Coast Terminals, Term Loan B

5.250%

10/31/17

BB+

1,255,939

705

Crestwood Holdings, Inc., Term Loan B

9.750%

3/26/18

CCC+

720,103

1,000

El Paso Corporation, Tranche B1, Term Loan

5.000%

5/24/18

74

	Ba3
	1,010,536
	728
Frac Tech International LLC, Term Loan	
	8.500%
	5/06/16
	B+
	719,409
	2,111
Gibson Energy ULC, Term Loan B	
	4.750%
	5/18/18
	BB-
	2,145,321
	1,000
	75

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Plains Exploration and Production Company, Term Loan

4.000%

11/30/19

Ba1

1,004,000

1,000

Rice Drilling B LLC Second Lien Term Loan, WI/DD

TBD

TBD

N/R

1,006,250

833

Samson Investment Company, Initial Term Loan, Second Lien

6.000%

9/25/18

B1

844,271

1,000

Saxon Energy Services, Inc., Term Loan

5.500%

2/13/19

Ba3

1,011,000

500

Vantage Drilling Company, Term Loan B

5.750%

3/28/19

B-

507,500

10,108

Total Oil, Gas, & Consumable Fuels

10,224,329

Pharmaceuticals 6.8% (4.6% of Total Investments)

1,941

ConvaTec Healthcare, Incremental Term Loan B

5.000%

12/22/16

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Ba3

1,978,462

865

Generic Drug Holdings, Inc., Term Loan B

5.000%

10/29/19

B+

874,410

2,960

Pharmaceutical Product Development, Inc., Term Loan B, First Lien

4.250%

12/01/18

Ba3

3,007,587

1,939

79

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Quintiles Transnational Corp., Term Loan B2

4.500%

6/08/18

BB-

1,966,414

998

Therakos, Inc., Term Loan, First Lien

7.500%

12/27/17

B

991,266

2,238

Valeant Pharmaceuticals International, Inc., Series D, Term Loan

3.500%

2/19/19

80

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BBB-

2,267,799

268

Warner Chilcott Company LLC, Term Loan B1 Additional

4.250%

3/15/18

BBB-

272,063

615

Warner Chilcott Corporation, Term Loan B1

4.250%

3/15/18

BBB-

624,990

218

81

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Warner Chilcott Corporation, Term Loan B2

4.250%

3/15/18

BBB-

221,465

485

Warner Chilcott Corporation, Term Loan B3

4.250%

3/15/18

BBB-

492,500

792

Warner Chilcott Corporation, Term Loan B4

3.243%

8/15/17

82

BBB-

800,078

158

Warner Chilcott Corporation, Term Loan B5

3.243%

8/20/17

BBB-

160,016

13,477

Total Pharmaceuticals

13,657,050

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Real Estate Investment Trust 1.8% (1.2% of Total Investments)

	1,500
Capital Automotive LP, Term Loan, Second Lien, WI/DD	
	TBD
	TBD
	N/R
	1,552,500
	25
iStar Financial, Inc., Term Loan, Tranche A1	
	5.250%
	3/19/16
	BB-
	84

	25,399
	1,818
iStar Financial, Inc., Term Loan	
	4.500%
	10/16/17
	B+
	1,839,395
	119
Realty Corporation, Synthetic Letter of Credit	
	4.475%
	10/10/16
	BB-
	119,191
	3,462
Total Real Estate Investment Trust	

3,536,485

Real Estate Management & Development 1.9% (1.3% of Total Investments)

1,694

Capital Automotive LP, Term Loan, Tranche B1

4.250%

4/10/19

BB+

1,709,718

2,000

86

Realogy Corporation, Term Loan B

4.500%

3/01/20

BB-

2,027,250

3,694

Total Real Estate Management & Development

3,736,968

Road & Rail 0.8% (0.5% of Total Investments)

	499
Avis Budget Car Rental LLC, Term Loan B	
	3.750%
	3/04/19
	Ba1
	506,538
	1,038
Swift Transportation Company, Inc., Term Loan B2	
	4.000%
	12/01/17
	BB
	1,057,203
	1,537
	88

Total Road & Rail

1,563,741

Semiconductors & Equipment 1.9% (1.3% of Total Investments)

2,000

Freescale Semiconductor, Inc., Term Loan, Tranche B4

5.000%

2/13/20

B1

89

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	2,027,188
	861
Microsemi Corporation, Term Loan, First Lien	
	3.750%
	2/19/20
	BB
	871,928
	998
NXP Semiconductor LLC, Incremental Term Loan C	
	4.750%
	12/06/19
	B+
	1,023,268
	3,859
Total Semiconductors & Equipment	

3,922,384

Software 12.0% (8.2% of Total Investments)

2,339

Attachmate Corporation, Term Loan, First Lien

7.250%

11/22/17

BB-

91

2,374,231

904

Blackboard, Inc., Term Loan B2

6.250%

10/04/18

B+

923,505

872

Datatel Parent Corp, Term Loan B

4.500%

7/19/18

B+

885,313

2,993

Emdeon Business Services LLC, Term Loan B2

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3.750%

11/09/18

BB-

3,027,000

983

Epicor Software Corporation,Term Loan, B1

4.500%

5/16/18

Ba3

999,732

995

Explorer Holdings, Inc., Term Loan

6.000%

5/02/18

B+

93

1,003,713

878

Greeneden U.S. Holdings II LLC, Term Loan B

4.000%

2/01/20

B+

886,773

3,474

Infor Enterprise Applications, Term Loan B

5.250%

4/05/18

Ba3

3,536,020

908

IPC Systems, Inc., Extended Term Loan, Tranche B1, First Lien

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7.750%

7/31/17

B1

903,823

3,799

IPC Systems, Inc., Term Loan, Second Lien

5.448%

6/01/15

CCC

3,439,000

2,736

Misys PLC, Term Loan, First Lien

7.250%

12/12/18

Ba3

95

2,790,121

798

RedPrairie Corporation, Term Loan, First Lien

6.750%

12/21/18

B+

817,826

700

SS&C Technologies, Inc./ Sunshine Acquisition II, Inc., Funded Term Loan B1

5.000%

6/07/19

BB

706,375

72

SS&C Technologies, Inc./ Sunshine Acquisition II, Inc., Funded Term Loan B2

	5.000%
	6/07/19
	BB
	73,073
	732
Vertafore, Inc., Term Loan, First Lien	
	4.250%
	10/03/19
	B+
	739,151
	1,000
Vertafore, Inc., Term Loan, Second Lien	
	9.750%
	10/29/17
	CCC+
	97

1,030,000

24,183

Total Software

24,135,656

Specialty Retail 1.6% (1.1% of Total Investments)

1,823

Collective Brands, Inc., Term Loan B

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7.250%

10/09/19

B

1,857,242

1,055

Jo-Ann Stores, Inc., Term Loan, First Lien

4.000%

2/05/18

B+

1,066,808

248

Lord & Taylor Holdings LLC, Term Loan

6.750%

1/11/19

BB

99

251,167

3,126

Total Specialty Retail

3,175,217

Textiles, Apparel & Luxury Goods 0.9% (0.7% of Total Investments)

1,250

Philips-Van Heusen Corporation, Term Loan B

3.250%

12/19/19

100

BBB-

1,262,656

640

Wolverine World Wide, Inc., Tranche B, Term Loan

4.000%

10/09/19

Ba2

648,302

1,890

Total Textiles, Apparel & Luxury Goods

1,910,958

Trading Companies & Distributors 0.4% (0.3% of Total Investments)

844

Wesco Distribution, Inc., Term Loan B

4.500%

12/04/19

Ba3

853,622

Transportation Infrastructure 0.4% (0.3% of Total Investments)

750

102

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American Commercial Lines LLC, Term Loan, First Lien

7.500%

9/22/19

B-

758,437

Wireless Telecommunication Services 5.9% (4.0% of Total Investments)

5,215

Clear Channel Communications, Inc., Tranche B, Term Loan

3.848%

1/29/16

CCC+

4,792,405

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	2,000
Cricket Communications, Inc., Term Loan C	
	4.750%
	3/08/20
	Ba3
	2,013,750
	2,000
Fairpoint Communications, Inc., Term Loan B, WI/DD	
	TBD
	TBD
	B
	1,969,642
	1,000
Integra Telecom, Inc., Term Loan, First Lien	
	6.000%
	104

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2/22/19

B

1,018,750

286

LTS Buyer LLC, Term Loan B, First Lien

4.500%

4/13/20

B1

289,164

1,742

Presidio, Inc., New Term Loan

5.750%

3/31/17

Ba3

1,771,438

105

Total Wireless Telecommunication Services

11,855,149

\$

254,327

Total Variable Rate Senior Loan Interests (cost \$250,364,597)

255,672,023

Description (1)	Principal	Amount (000)	Coupon	Maturity	Ratings (3)	Value
Corporate Bonds 16.9% (11.4% of Total Investments)						

Commercial Services & Supplies 0.8% (0.5% of Total Investments)

\$				500
	Ceridian Corporation			
			11.250%	
			11/15/15	
				CCC
\$				518,125
				1,000
	Harland Clarke Holdings			
				108

9.500%

5/15/15

B-

1,002,500

1,500

Total Commercial Services & Supplies

1,520,625

Communications Equipment 0.8% (0.5% of Total Investments)

	1,500
Avaya Inc., 144A	
	9.000%
	4/01/19
	B1
	1,530,000
Diversified Consumer Services 0.8% (0.6% of Total Investments)	
	1,650
NES Rental Holdings Inc., 144A	
	7.875%
	5/01/18
	110

CCC+

1,699,500

Health Care Equipment & Supplies 1.8% (1.2% of Total Investments)

2,700

Kinetic Concepts

10.500%

11/01/18

B

3,030,750

625

Rotech Healthcare Inc.

10.750%

111

10/15/15

D

628,125

3,325

Total Health Care Equipment & Supplies

3,658,875

Health Care Providers & Services 2.2% (1.5% of Total Investments)

2,000

HCA Inc.

112

8.500%

4/15/19

BB+

2,205,000

1,000

Vanguard Health Holding LLC/Inc.

8.000%

2/01/18

B-

1,082,500

1,000

Wolverine Healthcare Analytics, 144A

10.625%

6/01/20

CCC+

113

1,145,000

4,000

Total Health Care Providers & Services

4,432,500

Hotels, Restaurants & Leisure 0.5% (0.3% of Total Investments)

1,000

Harrah's Operating Company, Inc.

11.250%

6/01/17

B

1,057,500

Household Products 1.4% (0.9% of Total Investments)

2,500

Sprectum Brands Inc.

9.500%

6/15/18

Ba3

2,809,375

Media 2.2% (1.5% of Total Investments)

	500
AMC Networks Inc.	
	7.750%
	7/15/21
	BB-
	575,000
	663
Clear Channel Communications, Inc., 144A	
	9.000%
	12/15/19
	CCC+
	116

663,000

2,000

Clear Channel Communications, Inc.

11.000%

8/01/16

CCC-

1,725,000

1,000

Clear Channel Communications, Inc.

9.000%

3/01/21

CCC+

977,500

500

McGraw-Hill Global Education Holdings, 144A

9.750%

4/01/21

BB

515,000

4,663

Total Media

4,455,500

Oil, Gas & Consumable Fuels 1.2% (0.8% of Total Investments)

2,000

Chaparral Energy Inc.

9.875%

10/01/20

B-

2,330,000

Pharmaceuticals 2.7% (1.9% of Total Investments)

1,000

Jaguar Holding Company I, 144A

9.375%

10/15/17

119

	CCC+
	1,075,000
	2,000
Valeant Pharmaceuticals International, 144A	
	7.000%
	10/01/20
	BB-
	2,210,000
	500
Valeant Pharmaceuticals International, 144A	
	7.250%
	7/15/22
	BB-
	566,250
	1,500
	120

Warner Chilcott Company LLC

7.750%

9/15/18

BB

1,627,500

5,000

Total Pharmaceuticals

5,478,750

Software 1.9% (1.3% of Total Investments)

	2,550
Infor Us Inc.	
	11.500%
	7/15/18
	B-
	3,009,000
	750
Infor Us Inc.	
	9.375%
	4/01/19
	B-
	855,000
	3,300
	122

Total Software

3,864,000

Specialty Retail 0.3% (0.2% of Total Investments)

500

99 Cents Only Stores

11.000%

12/15/19

123

CCC+

577,500

Wireless Telecommunication Services 0.3% (0.2% of Total Investments)

500

FairPoint Communications Inc., 144A

8.750%

8/15/19

B

507,500

\$

31,438

Total Corporate Bonds (cost \$30,784,541)

33,921,625

Principal

Description (1)	Amount (000)
	Coupon
	Maturity
	Value
Short-Term Investments 3.2% (2.2% of Total Investments)	
\$	6,444
Repurchase Agreement with State Street Bank, dated 4/30/13, repurchase price \$6,444,462, collateralized by \$6,445,000 U.S. Treasury Notes, 0.875%, due 11/30/16, value \$6,575,137	0.010%

\$

6,444,460

Total Short-Term Investments (cost \$6,444,460)

6,444,460

Total Investments (cost \$287,593,598) 147.3%

296,038,108

Borrowings (42.3)% (7), (8)

(85,000,000

)

Other Assets Less Liabilities (5.0)% (9)

(10,018,701

)

Net Assets Applicable to Common Shares 100%

\$

201,019,407

Investments in Derivatives as of April 30, 2013

Interest Rate Swaps outstanding:

Counterparty	Notional Amount	Fund Pay/Receive Floating Rate	Floating Rate Index	Fixed Rate (Annualized)	Fixed Rate Payment Frequency	Termination Date	Unrealized Appreciation (Depreciation) (9)
Barclays PLC	\$17,500,000	Receive	1-Month USD-LIBOR	1.143%	Monthly	9/15/16	\$ (426,818)
Morgan Stanley	17,500,000	Receive	1-Month USD-LIBOR	0.588	Monthly	9/15/14	(91,325)
Morgan Stanley	17,500,000	Receive	1-Month USD-LIBOR	1.659	Monthly	9/15/18	(760,940)
							\$ (1,279,083)

Credit Default Swaps outstanding:

Counterparty	Referenced Entity	Buy/Sell Protection (10)	Current Credit Spread (11)	Notional Amount	Fixed Rate (Annualized)	Termination Date	Unrealized Appreciation (Depreciation) (9)
Barclays PLC	Hewlett-Packard Company	Buy	1.82%	\$ 4,000,000	1.000%	6/20/18	\$ 153,489
Deutsche Bank	The Kroger Co.	Buy	0.75	2,000,000	1.000	6/20/18	(34,385)
Morgan Stanley	Kohl's Corporation	Buy	1.74	3,000,000	1.000	6/20/18	103,629
							\$ (87,593)

Fair Value Measurements

Fair value is defined as the price that the Funds would receive upon selling an investment or transferring a liability in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. A three-tier hierarchy is used to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Observable inputs reflect the assumptions market participants would use in pricing the asset or

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liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The following is a summary of the three-tiered hierarchy of valuation input levels.

Level 1 Inputs are unadjusted and prices are determined using quoted prices in active markets for identical securities.

Level 2 Prices are determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 Prices are determined using significant unobservable inputs (including management's assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not an indication of the risks associated with investing in those securities.

The following is a summary of the Fund's fair value measurements as of the end of the reporting period:

	Level 1		Level 2		Level 3		Total
Long-Term Investments:							
Variable Rate Senior Loan Interests	\$		255,672,023	\$		\$	255,672,023
Corporate Bonds			33,921,625				33,921,625
Short-Term Investments:							
Repurchase Agreements			6,444,460				6,444,460
Derivatives:							
Interest Rate Swaps*			(1,279,083)				(1,279,083)
Credit Default Swaps*			(87,593)				(87,593)
Total	\$	\$	294,671,432	\$	\$		294,671,432

*Represents net unrealized appreciation (depreciation).

Income Tax Information

The following information is presented on an income tax basis. Differences between amounts for financial statement and federal income tax purposes are primarily due to the treatment of paydown gains and losses, timing differences in recognizing certain gains and losses on investment transactions, and recognition of premium amortization. To the extent that differences arise that are permanent in nature, such amounts are reclassified within the capital accounts on the Statement of Assets and Liabilities presented in the annual report, based on their federal tax basis treatment; temporary differences do not require reclassification. Temporary and permanent differences do not impact the net asset value of the Fund.

As of April 30, 2013, the cost of investments (excluding investments in derivatives) was \$287,753,957.

Gross unrealized appreciation and gross unrealized depreciation of investments (excluding investments in derivatives) as of April 30, 2013, were as follows:

Gross unrealized:		
Appreciation	\$	9,073,877
Depreciation		(789,726)

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Net unrealized appreciation (depreciation) of investments \$ 8,284,151

For Fund portfolio compliance purposes, the Fund's industry classifications refer to any one or more of the industry sub-classifications used by one or more widely recognized market indexes or ratings group indexes, and/or as defined by Fund management. This definition may not apply for purposes of this report, which may combine industry sub-classifications into sectors for reporting ease.

- (1) All percentages shown in the Portfolio of Investments are based on net assets applicable to Common shares unless otherwise noted.
- (2) Senior Loans generally are subject to mandatory and/or optional prepayment. Because of these mandatory prepayment conditions and because there may be significant economic incentives for a borrower to prepay, prepayments of Senior Loans may occur. As a result, the actual remaining maturity of Senior Loans held may be substantially less than the stated maturities shown.
- (3) Ratings: Using the highest of Standard & Poor's Group (Standard & Poor's), Moody's Investors Service, Inc. (Moody's) or Fitch, Inc. (Fitch) rating. Ratings below BBB by Standard & Poor's, Baa by Moody's or BBB by Fitch are considered to be below investment grade. Holdings designated N/R are not rated by any of these national rating agencies.
- (4) Senior Loans generally pay interest at rates which are periodically adjusted by reference to a base short-term, floating lending rate plus an assigned fixed rate. These floating lending rates are generally (i) the lending rate referenced by the London Inter-Bank Offered Rate (LIBOR), or (ii) the prime rate offered by one or more major United States banks.

Senior Loans may be considered restricted in that the Fund ordinarily is contractually obligated to receive approval from the Agent Bank and/or borrower prior to the disposition of a Senior Loan.

- (5) Investment, or portion of investment, represents a participation of a Senior Loan commitment outstanding.
 - (6) At or subsequent to the end of the reporting period, this security is non-income producing. Non-income producing security, in the case of a fixed-income security, generally denotes that the issuer has (1) defaulted on the payment of principal or interest, (2) is under the protection of the Federal Bankruptcy Court or (3) the Fund's Adviser has concluded that the issue is not likely to meet its future interest payment obligations and has directed the Fund's custodian to cease accruing additional income on the Fund's records.
 - (7) Borrowings as a percentage of Total Investments is 28.7%.
 - (8) The Fund segregates 100% of its eligible investments in the Portfolio of Investments as collateral for Borrowings.
 - (9) Other Assets Less Liabilities includes the Unrealized Appreciation (Depreciation) of derivative instruments as listed within Investments in Derivatives as of the end of the reporting period.
 - (10) The Fund entered into the credit default swap to gain investment exposure to the referenced entity. Selling protection has a similar credit risk position to owning that referenced entity. Buying protection has a similar credit risk position to selling the referenced entity short.
 - (11) The credit spread generally serves as an indication of the current status of the payment/performance risk and therefore the likelihood of default of the credit derivative. The credit spread also reflects the cost of buying/selling protection and may include upfront payments required to be made to enter into a credit default swap contract. Higher credit spreads are indicative of a higher likelihood of performance by the seller of protection.
- N/R Not rated.
- WI/DD Purchased on a when-issued or delayed delivery basis.
- 144A Investment is exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These investments may only be resold in transactions exempt from registration, which are normally those transactions with qualified institutional buyers.
- TBD Senior Loan purchased on a when-issued or delayed-delivery basis. Certain details associated with this purchase are not known prior to the settlement date of the transaction. In addition, Senior Loans typically trade without accrued interest and therefore a coupon rate is not available prior to settlement. At settlement, if still unknown, the borrower or counterparty will provide the Fund with the final coupon rate and maturity date.
- USD-LIBOR United States Dollar London Inter-Bank Offered Rate.

Item 2. Controls and Procedures.

a. The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934 (17 CFR 240.13a-15(b) or 240.15d-15(b)).

b. There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d))) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)), exactly as set forth below: EX-99 CERT Attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Nuveen Short Duration Credit Opportunities Fund

By (Signature and Title) /s/ Kevin J. McCarthy
Kevin J. McCarthy
Vice President and Secretary

Date: June 28, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Gifford R. Zimmerman
Gifford R. Zimmerman
Chief Administrative Officer (principal executive officer)

Date: June 28, 2013

By (Signature and Title) /s/ Stephen D. Foy
Stephen D. Foy
Vice President and Controller (principal financial officer)

Date: June 28, 2013
