

BLACKROCK SENIOR HIGH INCOME FUND, INC.

Form N-CSRS

November 05, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT
COMPANIES**

Investment Company Act file number 811-07456

Name of Fund: BlackRock Senior High Income Fund, Inc. (ARK)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

Name and address of agent for service: John M. Perlowski, Chief Executive Officer, BlackRock Senior High Income Fund, Inc., 55 East
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Registrant's telephone number, including area code: (800) 882-0052, Option 4

Date of fiscal year end: 02/28/2013

Date of reporting period: 08/31/2012

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Item 1 Report to Stockholders

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August 31, 2012

Semi-Annual Report (Unaudited)

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BlackRock Corporate High Yield Fund III, Inc. (CYE)

BlackRock Debt Strategies Fund, Inc. (DSU)

BlackRock Floating Rate Income Strategies Fund II, Inc. (FRB)

BlackRock Senior High Income Fund, Inc. (ARK)

Not FDIC Insured No Bank Guarantee May Lose Value

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Dear Shareholder

About this time one year ago, financial markets had been upended by sovereign debt turmoil in the United States and Europe as well as growing concerns about the future of the global economy. Since then, asset prices have waxed and waned in broad strokes as investors reacted to developments in Europe's financial situation, mixed US economic news and global central bank policy action.

After confidence crumbled in the third quarter of 2011, October brought improving economic data and more concerted efforts among European leaders toward stemming the region's debt crisis, gradually drawing investors back to the markets. Improving sentiment carried over into early 2012 as investors felt some relief from the world's financial woes. Volatility abated and risk assets (including stocks, commodities and high yield bonds) moved boldly higher through the first two months of 2012 while climbing Treasury yields pressured higher-quality fixed income assets.

Markets reversed course in the spring when Europe's debt problems boiled over once again. High levels of volatility returned as political instability in Greece threatened the country's membership in the euro zone. Spain faced severe deficit issues while the nation's banks clamored for liquidity. Yields on Spanish and Italian government debt rose to levels deemed unsustainable. European leaders conferred and debated vehemently over the need for fiscal integration among the 17 nations comprising the euro currency bloc as a means to resolve the crisis for the long term.

Alongside the drama in Europe, investors were discouraged by gloomy economic reports from various parts of the world. A slowdown in China, a key powerhouse for global growth, became particularly worrisome. In the United States, disappointing jobs reports dealt a crushing blow to sentiment. Risk assets sold off in the second quarter as investors again retreated to safe haven assets.

Despite the continuation of heightened market volatility, most asset classes enjoyed a robust summer rally. Global economic data continued to be mixed, but the spate of downside surprises seen in the second quarter began to recede and, outside of Europe, the risk of recession largely subsided. Central bank policy action has been a major driver of market sentiment in 2012. Investors' anticipation for economic stimulus drove asset prices higher over the summer as the European Central Bank stepped up its efforts to support the region's troubled nations and the US Federal Reserve reiterated its readiness to take action if economic conditions warrant.

On the whole, most asset classes advanced during the reporting period. US large cap stocks delivered strong returns for the 12 months ended August 31, 2012, while small cap stocks and high yield bonds also performed well. Despite the risk-asset rally in recent months, higher-quality investments including tax-exempt municipal bonds and US Treasury bonds posted exceptional gains by historical standards and outperformed investment-grade corporate bonds. International and emerging equities, however, lagged other asset classes amid ongoing global uncertainty. Near-zero short term interest rates kept yields on money market securities near their all-time lows.

We know that investors continue to face a world of uncertainty and volatile markets, but we also believe these challenging times present many opportunities. We remain committed to working with you and your financial professional to identify actionable ideas for your portfolio. We encourage you to visit www.blackrock.com/newworld for more information.

Sincerely,

Rob Kapito

President, BlackRock Advisors, LLC

We know that investors continue to face a world of uncertainty and volatile markets, but we also believe these challenging times present many opportunities.

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Rob Kapito

President, BlackRock Advisors, LLC

Total Returns as of August 31, 2012

	6-month	12-month
US large cap equities	4.14%	18.00%
(S&P 500® Index)		
US small cap equities	0.89	13.40
(Russell 2000® Index)		
International equities	(4.00)	(0.04)
(MSCI Europe, Australasia, Far East Index)		
Emerging market equities (MSCI Emerging Markets Index)	(10.51)	(5.80)
3-month Treasury bill	0.06	0.06
(BofA Merrill Lynch 3-Month US Treasury Bill Index)		
US Treasury securities	5.25	9.14
(BofA Merrill Lynch 10-Year US Treasury Index)		
US investment grade bonds (Barclays US Aggregate Bond Index)	2.97	5.78
Tax-exempt municipal bonds (S&P Municipal Bond Index)	3.24	9.37
US high yield bonds	4.80	13.84
(Barclays US Corporate High Yield 2% Issuer Capped Index)		

Past performance is no guarantee of future results. Index performance is shown for illustrative purposes only. You cannot invest directly in an index.

THIS PAGE NOT PART OF YOUR FUND REPORT

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Fund Summary as of August 31, 2012

BlackRock Corporate High Yield Fund, Inc.

Investment Objective

BlackRock Corporate High Yield Fund, Inc.'s (COY) (the Fund) investment objective is to provide shareholders with current income by investing primarily in a diversified portfolio of fixed income securities, which are rated in the lower rating categories of the established rating services (BB or lower by Standard & Poor's Corporation (S&P's) or Ba or lower by Moody's Investors Service, Inc. (Moody's)) or are unrated securities considered by BlackRock to be of comparable quality. As a secondary objective, the Fund also seeks to provide shareholders with capital appreciation. The Fund invests, under normal market conditions, at least 80% of its assets in high yield debt instruments, including high yield bonds (commonly referred to as junk bonds) and corporate loans which are below investment grade quality. The Fund may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Fund's investment objectives will be achieved.

Portfolio Management Commentary

How did the Fund perform?

For the six-month period ended August 31, 2012, the Fund returned 6.02% based on market price and 5.85% based on net asset value (NAV). For the same period, the closed-end Lipper High Yield Funds (Leveraged) category posted an average return of 8.15% based on market price and 5.80% based on NAV. All returns reflect reinvestment of dividends. The Fund's premium to NAV, which widened slightly during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

What factors influenced performance?

Security selection across the high yield quality spectrum had a positive impact on performance. From a sector perspective, selection among non-captive diversified financials, cable media and wireless names boosted returns.

Conversely, on a sector basis, security selection among non-rated securities detracted from performance. On a sector basis, selection within independent energy, automotive and gaming had a negative impact on returns. The Fund's allocation to bank loans also hindered performance as the asset class underperformed relative to the high yield market in the risk asset rally.

Describe recent portfolio activity.

The Fund began the reporting period increasing its risk profile; however, as risk asset prices surged in 2012, the Fund moderated its degree of risk-taking over the six-month period. While the Fund's view on high yield remained positive throughout this period, as average prices moved north of par for the market, the Fund's holdings became increasingly focused on higher-quality income-oriented credit names with stable fundamentals and an attractive coupon rate, since the potential for price appreciation had largely diminished. With global growth concerns posing a persistent threat and fueling uncertainty, the Fund continued to favor issuers in mature industries that exhibit consistent cash flows and good earnings visibility and debt instruments that are backed by profitable assets. The Fund generally remained cautious of cyclical credits that tend to be more vulnerable to slower economic growth and/or macroeconomic weakness.

Describe portfolio positioning at period end.

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At period end, the Fund held 78% of its total portfolio in corporate bonds and 14% in floating rate loan interests (bank loans), with the remainder in common stocks, preferred securities and other interests. The Fund's largest sector exposures included non-cable media, healthcare and chemicals, while its portfolio holdings reflected less emphasis on the riskier, more cyclical segments of the market such as banking, home construction and restaurants. The Fund ended the period with economic leverage at 27% of its total managed assets.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Table of Contents**BlackRock Corporate High Yield Fund, Inc.****Fund Information**

Symbol on New York Stock Exchange (NYSE)	COY
Initial Offering Date	June 25, 1993
Yield on Closing Market Price as of August 31, 2012 (\$7.89) ¹	7.76%
Current Monthly Distribution per Common Share ²	\$0.051
Current Annualized Distribution per Common Share ²	\$0.612
Economic Leverage as of August 31, 2012 ³	27%

¹ Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

² The distribution rate is not constant and is subject to change.

³ Represents loan outstanding as a percentage of total managed assets, which is the total assets of the Fund (including any assets attributable to borrowings) minus the sum of liabilities (other than borrowings representing financial leverage). For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 14.

The table below summarizes the changes in the Fund's market price and NAV per share:

	8/31/12	2/29/12	Change	High	Low
Market Price	\$ 7.89	\$ 7.76	1.68%	\$ 8.15	\$ 7.13
Net Asset Value	\$ 7.40	\$ 7.29	1.51%	\$ 7.40	\$ 7.00

The following charts show the portfolio composition of the Fund's long-term investments and credit quality allocations of the Fund's corporate bond investments:

Portfolio Composition

	8/31/12	2/29/12
Corporate Bonds	78%	80%
Floating Rate Loan Interests	14	12
Common Stocks	5	5
Preferred Securities	2	2
Other Interests	1	1

Credit Quality Allocations⁴

	8/31/12	2/29/12
A	1%	1%
BBB/Baa	5	6
BB/Ba	36	42
B	43	40
CCC/Caa	13	10
Not Rated	2	1

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⁴ Using the higher of S&P's or Moody's ratings.

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Fund Summary as of August 31, 2012

BlackRock Corporate High Yield Fund III, Inc.

Investment Objective

BlackRock Corporate High Yield Fund III, Inc.'s (CYE) (the Fund) primary investment objective is to provide current income by investing primarily in fixed-income securities, which are rated in the lower rating categories of the established rating services (BBB or lower by S&P's or Baa or lower by Moody's) or are unrated securities of comparable quality. The Fund's secondary investment objective is to provide capital appreciation. The Fund may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Fund's investment objectives will be achieved.

Portfolio Management Commentary

How did the Fund perform?

For the six-month period ended August 31, 2012, the Fund returned 9.12% based on market price and 6.10% based on NAV. For the same period, the closed-end Lipper High Yield Funds (Leveraged) category posted an average return of 8.15% based on market price and 5.80% based on NAV. All returns reflect reinvestment of dividends. The Fund's premium to NAV, which widened during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

What factors influenced performance?

Security selection across the high yield quality spectrum had a positive impact on performance. From a sector perspective, selection among non-captive diversified financials, cable media and wireless names boosted returns.

Conversely, on a sector basis, security selection among non-rated securities detracted from performance. On a sector basis, selection within independent energy, automotive and gaming had a negative impact on returns. The Fund's allocation to bank loans also hindered performance as the asset class underperformed relative to the high yield market in the risk asset rally.

Describe recent portfolio activity.

The Fund began the reporting period increasing its risk profile; however, as risk asset prices surged in 2012, the Fund moderated its degree of risk-taking over the six-month period. While the Fund's view on high yield remained positive throughout this period, as average prices moved north of par for the market, the Fund's holdings became increasingly focused on higher-quality income-oriented credit names with stable fundamentals and an attractive coupon rate, since the potential for price appreciation had largely diminished. With global growth concerns posing a persistent threat and fueling uncertainty, the Fund continued to favor issuers in mature industries that exhibit consistent cash flows and good earnings visibility and debt instruments that are backed by profitable assets. The Fund generally remained cautious of cyclical credits that tend to be more vulnerable to slower economic growth and/or macroeconomic weakness.

Describe portfolio positioning at period end.

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At period end, the Fund held 75% of its total portfolio in corporate bonds and 17% in floating rate loan interests (bank loans), with the remainder in common stocks, preferred securities and other interests. The Fund's largest sector exposures included non-cable media, healthcare and chemicals, while its portfolio holdings reflected less emphasis on the riskier, more cyclical segments of the market such as banking, home construction and retailers. The Fund ended the period with economic leverage at 29% of its total managed assets.

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Table of Contents**BlackRock Corporate High Yield Fund III, Inc.****Fund Information**

Symbol on NYSE	CYE
Initial Offering Date	January 30, 1998
Yield on Closing Market Price as of August 31, 2012 (\$8.11) ¹	7.77%
Current Monthly Distribution per Common Share ²	\$0.0525
Current Annualized Distribution per Common Share ²	\$0.6300
Economic Leverage as of August 31, 2012 ³	29%

¹ Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

² The distribution rate is not constant and is subject to change.

³ Represents loan outstanding as a percentage of total managed assets, which is the total assets of the Fund (including any assets attributable to borrowings) minus the sum of liabilities (other than borrowings representing financial leverage). For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 14.

The table below summarizes the changes in the Fund's market price and NAV per share:

	8/31/12	2/29/12	Change	High	Low
Market Price	\$ 8.11	\$ 7.75	4.65%	\$ 8.12	\$ 7.15
Net Asset Value	\$ 7.54	\$ 7.41	1.75%	\$ 7.54	\$ 7.11

The following charts show the portfolio composition of the Fund's long-term investments and credit quality allocations of the Fund's corporate bond investments:

Portfolio Composition

	8/31/12	2/29/12
Corporate Bonds	75%	77%
Floating Rate Loan Interests	17	15
Common Stocks	5	6
Preferred Securities	2	2
Other Interests	1	

Credit Quality Allocations⁴

	8/31/12	2/29/12
A	1%	1%
BBB/Baa	5	7
BB/Ba	35	38
B	43	43
CCC/Caa	13	10
Not Rated	3	1

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⁴ Using the higher of S&P's or Moody's ratings.

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Fund Summary as of August 31, 2012

BlackRock Debt Strategies Fund, Inc.

Investment Objective

BlackRock Debt Strategies Fund, Inc.'s (DSU) (the Fund) primary investment objective is to provide current income by investing primarily in a diversified portfolio of US companies' debt instruments, including corporate loans, which are rated in the lower rating categories of the established rating services (BBB or lower by S&P's or Baa or lower by Moody's) or unrated debt instruments, which are in the judgment of the investment adviser of equivalent quality. The Fund's secondary objective is to provide capital appreciation. Corporate loans include senior and subordinated corporate loans, both secured and unsecured. The Fund may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Fund's investment objectives will be achieved.

Portfolio Management Commentary

How did the Fund perform?

For the six-month period ended August 31, 2012, the Fund returned 10.04% based on market price and 5.51% based on NAV. For the same period, the closed-end Lipper High Yield Funds (Leveraged) category posted an average return of 8.15% based on market price and 5.80% based on NAV. All returns reflect reinvestment of dividends. The Fund began the period with neither a discount nor a premium to NAV, and moved to a premium by period end. The following discussion relates to performance based on NAV.

What factors influenced performance?

Security selection among lower quality debt instruments (including both bonds and loans) had a positive impact on performance. From a sector perspective, selection within consumer services, wireless and technology contributed positively.

The Fund invests roughly half of its assets in high yield bonds and half in floating rate loan interests (bank loans), while most funds in the Lipper category invest primarily in high yield bonds. While the Fund's allocation to bank loans did not detract from performance on an absolute basis, the asset class underperformed high yield bonds for the period. Security selection in the independent energy and electric sectors hindered returns for the period.

Describe recent portfolio activity.

The Fund began the reporting period increasing its risk profile; however, as risk asset prices surged in 2012, the Fund moderated its degree of risk-taking over the six-month period. While the Fund's view on high yield and bank loan assets remained positive throughout this period, its holdings became increasingly focused on higher-quality income-oriented credit names with stable fundamentals and an attractive coupon rate. With global growth concerns posing a persistent threat and fueling uncertainty, the Fund continued to favor issuers in mature industries that exhibit consistent cash flows and good earnings visibility and debt instruments that are backed by profitable assets. The Fund generally remained cautious of cyclical credits that tend to be more vulnerable to slower economic growth and/or macroeconomic weakness.

Describe portfolio positioning at period end.

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At period end, the Fund held 53% of its total portfolio in floating rate loan interests, and 43% in corporate bonds, with the remainder in common stocks, asset-backed securities and other interests. The Fund's largest sector exposures included healthcare, independent energy and chemicals. The Fund ended the period with economic leverage at 30% of its total managed assets.

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Table of Contents**BlackRock Debt Strategies Fund, Inc.****Fund Information**

Symbol on NYSE	DSU
Initial Offering Date	March 27, 1998
Yield on Closing Market Price as of August 31, 2012 (\$4.37) ¹	7.41%
Current Monthly Distribution per Common Share ²	\$0.027
Current Annualized Distribution per Common Share ²	\$0.324
Economic Leverage as of August 31, 2012 ³	30%

¹ Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

² The distribution rate is not constant and is subject to change.

³ Represents loan outstanding as a percentage of total managed assets, which is the total assets of the Fund (including any assets attributable to borrowings) minus the sum of liabilities (other than borrowings representing financial leverage). For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 14.

The table below summarizes the changes in the Fund's market price and NAV per share:

	8/31/12	2/29/12	Change	High	Low
Market Price	\$ 4.37	\$ 4.13	5.81%	\$ 4.39	\$ 4.00
Net Asset Value	\$ 4.19	\$ 4.13	1.45%	\$ 4.19	\$ 4.00

The following charts show the portfolio composition of the Fund's long-term investments and credit quality allocations of the Fund's corporate bond investments:

Portfolio Composition

	8/31/12	2/29/12
Floating Rate Loan Interests	53%	54%
Corporate Bonds	43	43
Asset-Backed Securities	2	1
Common Stocks	1	1
Other Interests	1	1

Credit Quality Allocations⁴

	8/31/12	2/29/12
A	1%	1%
BBB/Baa	5	5
BB/Ba	34	36
B	47	45
CCC/Caa	12	8

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Not Rated

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⁴ Using the higher of S&P's or Moody's ratings.

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Fund Summary as of August 31, 2012

**BlackRock Floating Rate Income Strategies Fund II,
Inc.**

Investment Objective

BlackRock Floating Rate Income Strategies Fund II, Inc.'s (FRB) (the Fund) investment objective is to provide shareholders with high current income and such preservation of capital as is consistent with investment in a diversified, leveraged portfolio consisting primarily of floating rate debt securities and instruments. The Fund seeks to achieve its investment objective by investing, under normal market conditions, at least 80% of its assets in floating rate debt securities, including floating or variable rate debt securities that pay interest at rates that adjust whenever a specified interest rate changes and/or which reset on predetermined dates (such as the last day of a month or calendar quarter). The Fund invests a substantial portion of its investments in floating rate debt securities consisting of secured or unsecured senior floating rate loans that are rated below investment grade. The Fund may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Fund's investment objective will be achieved.

Portfolio Management Commentary

On May 23, 2012, the Board of Directors of FRB approved a plan of reorganization, whereby BlackRock Floating Rate Income Strategies Fund, Inc. (FRA) will acquire all of the assets and all of the liabilities of FRB in exchange for newly issued shares of FRA in a merger transaction. At a shareholder meeting on September 13, 2012, FRB's and FRA's shareholders approved the plan of reorganization. The reorganization took place on October 5, 2012.

How did the Fund perform?

For the six-month period ended August 31, 2012, the Fund returned 6.50% based on market price and 4.59% based on NAV. For the same period, the closed-end Lipper Loan Participation Funds (Leveraged) category posted an average return of 9.00% based on market price and 5.03% based on NAV. All returns reflect reinvestment of dividends. The Fund's discount to NAV, which narrowed during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

What factors influenced performance?

Security selection among higher and lower quality loan instruments had a positive impact on the Fund's performance. From a sector perspective, security selection within the consumer services and gaming segments boosted returns. The Fund's tactical allocation to high yield bonds also contributed positively as the asset class outperformed bank loans and higher-duration fixed income instruments during the period. Conversely, on a sector basis, security selection in the electric and non-cable media sectors detracted from performance, as did selection among middle quality loan instruments.

Describe recent portfolio activity.

During the period, the Fund maintained its focus on the higher quality portions of the loan market in terms of loan structure, liquidity and overall credit quality. Given mixed economic data along with global policy uncertainty and an overall weak outlook for global growth, the Fund remained cautious of lower-rated less-liquid loans. Instead, the Fund sought issuers with attractive risk-reward characteristics and superior fundamentals. The European Central Bank's long-term refinancing operations, introduced in December 2011, were supportive of risk markets in first half of 2012. However, this development did not have a significant influence on the Fund's view on risk within the loan market. More specifically, the Fund continued to adhere to a strict investment discipline with the goal of pursuing yield while minimizing exposure to macroeconomic risks.

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Describe portfolio positioning at period end.

At period end, the Fund held 87% of its total portfolio in floating rate loan interests (bank loans) and 10% in corporate bonds, with the remainder in asset-backed securities and common stocks. The Fund's largest sector exposures included healthcare, technology and chemicals. The Fund ended the period with economic leverage at 30% of its total managed assets.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

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BlackRock Floating Rate Income Strategies Fund II, Inc.

Fund Information

Symbol on NYSE	FRB
Initial Offering Date	July 30, 2004
Yield on Closing Market Price as of August 31, 2012 (\$13.62) ¹	6.43%
Current Monthly Distribution per Common Share ²	\$0.073
Current Annualized Distribution per Common Share ²	\$0.876
Economic Leverage as of August 31, 2012 ³	30%

¹ Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

² The distribution rate is not constant and is subject to change.

³ Represents loan outstanding as a percentage of total managed assets, which is the total assets of the Fund (including any assets attributable to borrowings) minus the sum of liabilities (other than borrowings representing financial leverage). For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 14.

The table below summarizes the changes in the Fund's market price and NAV per share:

	8/31/12	2/29/12	Change	High	Low
Market Price	\$ 13.62	\$ 13.21	3.10%	\$ 14.00	\$ 12.90
Net Asset Value	\$ 13.77	\$ 13.60	1.25%	\$ 13.77	\$ 13.37

The following charts show the portfolio composition of the Fund's long-term investments and credit quality allocations of the Fund's corporate bond investments:

Portfolio Composition

	8/31/12	2/29/12
Floating Rate Loan Interests	87%	84%
Corporate Bonds	10	13
Asset-Backed Securities	2	2
Common Stocks	1	1

Credit Quality Allocations⁴

	8/31/12	2/29/12
BBB/Baa	7%	10%
BB/Ba	33	36
B	40	39
CCC/Caa	11	7
Not Rated	9	8

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⁴ Using the higher of S&P's or Moody's ratings.

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Fund Summary as of August 31, 2012

BlackRock Senior High Income Fund, Inc.

Investment Objective

BlackRock Senior High Income Fund, Inc. s (ARK) (the Fund) investment objective is to provide high current income by investing principally in senior debt obligations of companies, including corporate loans made by banks and other financial institutions and both privately placed and publicly offered corporate bonds and notes. The Fund may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Fund s investment objective will be achieved.

Portfolio Management Commentary

How did the Fund perform?

For the six-month period ended August 31, 2012, the Fund returned 13.11% based on market price and 5.41% based on NAV. For the same period, the closed-end Lipper High Yield Funds (Leveraged) category posted an average return of 8.15% based on market price and 5.80% based on NAV. All returns reflect reinvestment of dividends. The Fund moved from a discount to NAV to a premium by period end, which accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

What factors influenced performance?

Security selection among lower quality debt instruments (including both bonds and loans) had a positive impact on performance. From a sector perspective, selection within gaming, wireless and technology contributed positively. The Trust s exposures to preferred securities and common stock also boosted returns.

The Fund invests roughly half of its assets in high yield bonds and half in floating rate loan interests (bank loans), while most funds in the Lipper category invest primarily in high yield bonds. While the Fund s allocation to bank loans did not detract from performance on an absolute basis, the asset class underperformed high yield bonds for the period. Security selection in the independent energy and electric sectors hindered returns for the period.

Describe recent portfolio activity.

The Fund began the reporting period increasing its risk profile; however, as risk asset prices surged in 2012, the Fund moderated its degree of risk-taking over the six-month period. While the Fund s view on high yield and bank loan assets remained positive throughout this period, its holdings became increasingly focused on higher-quality income-oriented credit names with stable fundamentals and an attractive coupon rate. With global growth concerns posing a persistent threat and fueling uncertainty, the Fund continued to favor issuers in mature industries that exhibit consistent cash flows and good earnings visibility and debt instruments that are backed by profitable assets. The Fund generally remained cautious of cyclical credits that tend to be more vulnerable to slower economic growth and/or macroeconomic weakness.

Describe portfolio positioning at period end.

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At period end, the Fund held 56% of its total portfolio in floating rate loan interests (bank loans) and 41% in corporate bonds, with the remainder in asset-backed securities and common stocks. The Fund's largest sector exposures included healthcare, independent energy and chemicals. The Fund ended the period with economic leverage at 27% of its total managed assets.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

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BlackRock Senior High Income Fund, Inc.

Fund Information

Symbol on NYSE	ARK
Initial Offering Date	April 30, 1993
Yield on Closing Market Price as of August 31, 2012 (\$4.43) ¹	6.77%
Current Monthly Distribution per Common Share ²	\$0.025
Current Annualized Distribution per Common Share ²	\$0.300
Economic Leverage as of August 31, 2012 ³	27%

¹ Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

² The distribution rate is not constant and is subject to change.

³ Represents loan outstanding as a percentage of total managed assets, which is the total assets of the Fund (including any assets attributable to borrowings) minus the sum of liabilities (other than borrowings representing financial leverage). For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 14.

The table below summarizes the changes in the Fund's market price and NAV per share:

	8/31/12	2/29/12	Change	High	Low
Market Price	\$ 4.43	\$ 4.06	9.11%	\$ 4.43	\$ 3.99
Net Asset Value	\$ 4.22	\$ 4.15	1.69%	\$ 4.22	\$ 4.03

The following charts show the portfolio composition of the Fund's long-term investments and credit quality allocations of the Fund's corporate bond investments:

Portfolio Composition

	8/31/12	2/29/12
Floating Rate Loan Interests	56%	56%
Corporate Bonds	41	41
Asset-Backed Securities	2	2
Common Stocks	1	1

Credit Quality Allocations⁴

	8/31/12	2/29/12
A	1%	1%
BBB/Baa	6	6
BB/Ba	35	39
B	54	48
CCC/Caa	4	3
Not Rated		3

⁴ Using the higher of S&P's or Moody's ratings.

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The Benefits and Risks of Leveraging

The Funds may utilize leverage to seek to enhance the yield and NAV of their common shares (Common Shares). However, these objectives cannot be achieved in all interest rate environments.

The Funds may utilize leverage by borrowing through a credit facility. In general, the concept of leveraging is based on the premise that the financing cost of assets to be obtained from leverage, which will be based on short-term interest rates, will normally be lower than the income earned by each Fund on its longer-term portfolio investments. To the extent that the total assets of each Fund (including the assets obtained from leverage) are invested in higher-yielding portfolio investments, each Fund's shareholders will benefit from the incremental net income.

The interest earned on securities purchased with the proceeds from leverage is paid to shareholders in the form of dividends, and the value of these portfolio holdings is reflected in the per share NAV. However, in order to benefit shareholders, the yield curve must be positively sloped; that is, short-term interest rates must be lower than long-term interest rates. If the yield curve becomes negatively sloped, meaning short-term interest rates exceed long-term interest rates, income to shareholders will be lower than if the Funds had not used leverage.

To illustrate these concepts, assume a Fund's capitalization is \$100 million and it borrows for an additional \$30 million, creating a total value of \$130 million available for investment in long-term securities. If prevailing short-term interest rates are 3% and long-term interest rates are 6%, the yield curve has a strongly positive slope. In this case, the Fund pays borrowing costs and interest expense on the \$30 million of borrowings based on the lower short-term interest rates. At the same time, the securities purchased by the Fund with assets received from the borrowings earn income based on long-term interest rates. In this case, the borrowing costs and interest expense of the borrowings is significantly lower than the income earned on the Fund's long-term investments, and therefore the Fund's shareholders are the beneficiaries of the incremental net income.

If short-term interest rates rise, narrowing the differential between short-term and long-term interest rates, the incremental net income pickup will be reduced or eliminated completely. Furthermore, if prevailing short-term interest rates rise above long-term interest rates, the yield curve has a negative slope. In this case, the Fund pays higher short-term interest rates whereas the Fund's total portfolio earns income based on lower long-term interest rates.

Furthermore, the value of the Funds' portfolio investments generally varies inversely with the direction of long-term interest rates, although other factors can influence the value of portfolio investments. In contrast, the redemption value of the Funds' borrowings does not fluctuate in relation to interest rates. As a result, changes in interest rates can influence the Funds' NAVs positively or negatively in addition to the impact on Fund performance from leverage from borrowings discussed above.

The use of leverage may enhance opportunities for increased income to the Funds, but as described above, it also creates risks as short- or long-term interest rates fluctuate. Leverage also will generally cause greater changes in the Funds' NAVs, market prices and dividend rates than comparable portfolios without leverage. If the income derived from securities purchased with assets received from leverage exceeds the cost of leverage, the Fund's net income will be greater than if leverage had not been used. Conversely, if the income from the securities purchased is not sufficient to cover the cost of leverage, each Fund's net income will be less than if leverage had not been used, and therefore the amount available for distribution to shareholders will be reduced. Each Fund may be required to sell portfolio securities at inopportune times or at distressed values in order to comply with regulatory requirements applicable to the use of leverage or as required by the terms of leverage instruments, which may cause a Fund to incur losses. The use of leverage may limit each Fund's ability to invest in certain types of securities or use certain types of hedging strategies. Each Fund will incur expenses in connection with the use of leverage, all of which are borne by shareholders and may reduce income.

Under the Investment Company Act of 1940, as amended (the 1940 Act), the Funds are permitted to issue senior securities representing indebtedness up to 33 ¹/₃ % of their total managed assets (each Fund's net assets plus the proceeds of any outstanding borrowings). In addition, each Fund voluntarily limits its aggregate economic leverage to 50% of its managed assets. As of August 31, 2012, the Funds had aggregate economic leverage from borrowings through a credit facility as a percentage of their total managed assets as follows:

	Percent of Economic Leverage
COY	27%
CYE	29%

DSU	30%
FRB	30%
ARK	27%

Derivative Financial Instruments

The Funds may invest in various derivative financial instruments, including financial futures contracts, foreign currency exchange contracts, options and swaps as specified in Note 2 of the Notes to Consolidated Financial Statements, which may constitute forms of economic leverage. Such derivative financial instruments are used to obtain exposure to a market without owning or taking physical custody of securities or to hedge market, equity, credit, interest rate and/or foreign currency exchange rate risks. Derivative financial instruments involve risks, including the imperfect correlation between the value of a derivative financial instrument and the underlying asset, possible default of the counterparty to the transaction or illiquidity of the derivative financial instrument. The Funds' ability to use a

derivative financial instrument successfully depends on the investment advisor's ability to predict pertinent market movements accurately, which cannot be assured. The use of derivative financial instruments may result in losses greater than if they had not been used, may require a Fund to sell or purchase portfolio investments at inopportune times or for distressed values, may limit the amount of appreciation a Fund can realize on an investment, may result in lower dividends paid to shareholders or may cause a Fund to hold an investment that it might otherwise sell. The Funds' investments in these instruments are discussed in detail in the Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments**

August 31, 2012 (Unaudited)

BlackRock Corporate High Yield Fund, Inc. (COY)
(Percentages shown are based on Net Assets)

Common Stocks	Shares	Value
Auto Components 2.3%		
Dana Holding Corp.	92,740	\$ 1,266,828
Delphi Automotive Plc (a)	153,225	4,641,186
		5,908,014
Biotechnology 0.0%		
Ironwood Pharmaceuticals, Inc. (a)	6,540	81,946
Capital Markets 0.4%		
American Capital Ltd. (a)	46,567	511,771
E*Trade Financial Corp. (a)	68,100	583,617
		1,095,388
Chemicals 0.2%		
ADA-ES, Inc. (a)	1,670	39,162
CF Industries Holdings, Inc.	940	194,589
Huntsman Corp.	12,750	183,345
		417,096
Commercial Banks 0.2%		
CIT Group, Inc. (a)	15,830	597,741
Communications Equipment 0.3%		
Loral Space & Communications Ltd.	11,463	841,614
Containers & Packaging 0.0%		
Smurfit Kappa Plc (a)	3,634	29,647
Diversified Financial Services 0.5%		
Kcad Holdings I Ltd.	210,194,127	1,393,797
Diversified Telecommunication Services 0.2%		
Level 3 Communications, Inc. (a)	20,920	450,826
Electrical Equipment 0.0%		
Medis Technologies Ltd.	67,974	204
Energy Equipment & Services 1.0%		
Laricina Energy Ltd. (a)	35,294	1,521,679
Osum Oil Sands Corp. (a)	74,000	938,372
		2,460,051
Hotels, Restaurants & Leisure 0.0%		
Travelport Worldwide Ltd.	70,685	9,189
Media 2.2%		
Belo Corp., Class A	20,724	151,285
Charter Communications, Inc. (a)	65,816	5,120,485
Clear Channel Outdoor Holdings, Inc., Class A (a)	8,934	46,903
Cumulus Media, Inc., Class A (a)	88,000	243,760
DISH Network Corp., Class A	5,420	173,386
		5,735,819
Metals & Mining 0.1%		
African Minerals Ltd. (a)	40,400	161,685
Oil, Gas & Consumable Fuels 0.1%		
African Petroleum Corp. Ltd. (a)	180,300	230,983
Paper & Forest Products 0.1%		
Ainsworth Lumber Co. Ltd. (a)(b)	41,686	91,344
Ainsworth Lumber Co. Ltd. (a)	36,744	80,514
Western Forest Products, Inc. (a)	147,968	160,615
Western Forest Products, Inc. (a)(b)	41,528	45,077

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377,550

Common Stocks	Shares	Value
Semiconductors & Semiconductor Equipment 0.3%		
NXP Semiconductors NV (a)	5,000	\$ 116,600
Spansion, Inc., Class A (a)	60,342	689,709
SunPower Corp.	123	551
		806,860
Software 0.2%		
Bankruptcy Management Solutions, Inc. (a)	468	5
HMH Holdings/EduMedia	19,102	468,005
		468,010
Total Common Stocks 8.1%		21,066,420

	Par	
	(000)	
Corporate Bonds		
Aerospace & Defense 0.7%		
Huntington Ingalls Industries, Inc.:		
6.88%, 3/15/18	USD 210	224,700
7.13%, 3/15/21	295	319,338
Kratos Defense & Security Solutions, Inc.,		
10.00%, 6/01/17	796	847,740
Meccanica Holdings USA, Inc.,		
6.25%, 7/15/19 (b)	405	366,463
		1,758,241
Air Freight & Logistics 0.4%		
National Air Cargo Group, Inc.:		
Series 1 12.38%, 9/02/15	548	558,607
Series 2 12.38%, 8/16/15	555	565,094
		1,123,701
Airlines 1.5%		
American Airlines Pass-Through Trust, Series 2011-2, Class A, 8.63%, 4/15/23	1,007	1,067,798
Continental Airlines, Inc.:		
Series 1997-4, Class B 6.90%, 7/02/18	268	267,785
Series 2010-1, Class B 6.00%, 7/12/20	355	357,812
Delta Air Lines, Inc.:		
Series 2002-1, Class G-1 6.72%, 7/02/24	555	601,640
Series 2009-1 Series B 9.75%, 6/17/18	173	187,232
Series 2010-1, Class B 6.38%, 7/02/17	447	447,000
US Airways Pass Through Trust:		
Series 2011-1, Class C 10.88%, 10/22/14	620	635,357
Series 2012-1, Class C 9.13%, 10/01/15	420	428,400
		3,993,024
Auto Components 2.1%		
Dana Holding Corp., 6.75%, 2/15/21	410	441,775
Delphi Corp., 6.13%, 5/15/21	150	165,000
Icahn Enterprises LP, 8.00%, 1/15/18	2,995	3,189,675
IDQ Holdings, Inc., 11.50%, 4/01/17 (b)	355	371,419
International Automotive Components Group SL, 9.13%, 6/01/18 (b)	40	38,350
Jaguar Land Rover Plc, 8.25%, 3/15/20	GBP 439	735,238
Titan International, Inc., 7.88%, 10/01/17	USD 430	450,425
		5,391,882

Portfolio Abbreviations

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To simplify the listings of portfolio holdings in the Consolidated Schedules of Investments, the names and descriptions of many of the securities have been abbreviated according to the following list:

AUD	Australian Dollar
CAD	Canadian Dollar
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
ETF	Exchange Traded Fund
EUR	Euro
FKA	Formerly Known As
GBP	British Pound
LIBOR	London Interbank Offered Rate
PIK	Payment in-Kind
SPDR	Standard and Poor's Depository Receipts
USD	US Dollar

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

(Percentages shown are based on Net Assets)

	Par	
Corporate Bonds	(000)	Value
Beverages 0.2%		
Crown European Holdings SA:		
7.13%, 8/15/18 (b)	EUR 227	\$ 314,073
7.13%, 8/15/18	171	236,592
		550,665
Biotechnology 0.0%		
QHP Royalty Sub LLC, 10.25%, 3/15/15 (b)	USD 53	53,117
Building Products 0.8%		
Building Materials Corp. of America (b):		
7.00%, 2/15/20	500	541,250
6.75%, 5/01/21	710	775,675
Momentive Performance Materials, Inc.,		
11.50%, 12/01/16	340	207,400
USG Corp., 9.75%, 1/15/18	550	589,875
		2,114,200
Capital Markets 0.8%		
E*Trade Financial Corp.:		
12.50%, 11/30/17 (c)	980	1,118,425
2.25%, 8/31/19 (b)(d)(e)	226	193,230
KKR Group Finance Co. LLC, 6.38%, 9/29/20 (b)	600	679,171
		1,990,826
Chemicals 4.3%		
Basell Finance Co. BV, 8.10%, 3/15/27 (b)	380	507,300
Celanese US Holdings LLC, 5.88%, 6/15/21	1,640	1,812,200
Chemtura Corp., 7.88%, 9/01/18	285	307,087
Hexion US Finance Corp.:		
6.63%, 4/15/20	215	217,150
9.00%, 11/15/20	285	243,675
Huntsman International LLC, 8.63%, 3/15/21	155	177,475
INEOS Finance Plc (b):		
8.38%, 2/15/19	835	878,837
7.50%, 5/01/20	405	413,100
INEOS Group Holdings Plc, 8.50%, 2/15/16 (b)	135	127,238
Kinove German Bondco GmbH, 10.00%, 6/15/18	EUR 315	431,866
Kraton Polymers LLC, 6.75%, 3/01/19	USD 115	117,875
LyondellBasell Industries NV, 5.75%, 4/15/24	2,590	2,933,175
Nexeo Solutions LLC, 8.38%, 3/01/18	170	166,175
OXEA Finance/Cy SCA, 9.63%, 7/15/17 (b)	EUR 330	457,743
PolyOne Corp., 7.38%, 9/15/20	USD 200	218,500
TPC Group LLC, 8.25%, 10/01/17	310	340,225
Tronox Finance LLC, 6.38%, 8/15/20 (b)	1,740	1,757,400
		11,107,021
Commercial Banks 1.1%		
CIT Group, Inc.:		
7.00%, 5/02/16 (b)	901	904,569
5.25%, 3/15/18	510	531,675
5.50%, 2/15/19 (b)	490	510,825
5.00%, 8/15/22	530	534,015
6.00%, 4/01/36	500	452,915

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			2,933,999
Commercial Services & Supplies 2.0%			
ARAMARK Corp., 8.50%, 2/01/15	330		338,253
ARAMARK Holdings Corp., 8.63%, 5/01/16 (b)(c)	405		414,623
Aviation Capital Group Corp., 6.75%, 4/06/21 (b)	500		513,375
Brickman Group Holdings, Inc., 9.13%, 11/01/18 (b)	24		24,240
Casella Waste Systems, Inc., 7.75%, 2/15/19	430		425,700
Clean Harbors, Inc., 5.25%, 8/01/20 (b)	484		496,705
Covanta Holding Corp., 6.38%, 10/01/22	585		639,623
EC Finance Plc, 9.75%, 8/01/17	EUR 300		391,019
Mead Products LLC/ACCO Brands Corp., 6.75%, 4/30/20 (b)	USD 205		216,788
Par			
Corporate Bonds (000)			Value
Commercial Services & Supplies (concluded)			
Mobile Mini, Inc., 7.88%, 12/01/20	USD 335		\$ 359,287
RSC Equipment Rental, Inc., 8.25%, 2/01/21	800		876,000
Verisure Holding AB:			
8.75%, 9/01/18	EUR 169		212,568
8.75%, 12/01/18	100		111,315
West Corp., 8.63%, 10/01/18	USD 125		126,875
			5,146,371
Communications Equipment 1.8%			
Avaya, Inc., 9.75%, 11/01/15	650		563,875
Frontier Communications Corp., 6.25%, 1/15/13	830		844,525
Hughes Satellite Systems Corp., 6.50%, 6/15/19	370		396,362
Zayo Group LLC/Zayo Capital, Inc.:			
8.13%, 1/01/20	1,420		1,508,750
10.13%, 7/01/20	1,160		1,244,100
			4,557,612
Computers & Peripherals 0.1%			
SanDisk Corp., 1.50%, 8/15/17 (e)	200		221,500
Construction & Engineering 0.2%			
Boart Longyear Management Property Ltd., 7.00%, 4/01/21 (b)	175		181,563
H&E Equipment Services, Inc., 7.00%, 9/01/22 (b)	305		316,437
URS Corp., 5.00%, 4/01/22 (b)	65		65,909
			563,909
Construction Materials 1.4%			
HD Supply, Inc. (b):			
8.13%, 4/15/19	1,425		1,546,125
11.00%, 4/15/20	1,350		1,485,000
Xefin Lux SCA:			
8.00%, 6/01/18 (b)	EUR 233		285,741
8.00%, 6/01/18	200		245,271
			3,562,137
Consumer Finance 0.8%			
Credit Acceptance Corp., 9.13%, 2/01/17	USD 435		478,500
Ford Motor Credit Co. LLC:			
7.00%, 4/15/15	480		534,327
12.00%, 5/15/15	670		834,150
6.63%, 8/15/17	131		150,595
			1,997,572
Containers & Packaging 1.8%			
Ardagh Packaging Finance Plc:			
7.38%, 10/15/17 (b)	200		214,250
7.38%, 10/15/17 (b)	EUR 335		445,592
7.38%, 10/15/17	200		266,025
9.13%, 10/15/20 (b)	USD 365		379,600
9.13%, 10/15/20 (b)	205		214,225
9.13%, 10/15/20 (b)	204		212,670

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Berry Plastics Corp.:		
4.34%, 9/15/14 (f)	275	270,875
8.25%, 11/15/15	110	115,775
9.75%, 1/15/21	390	431,925
Beverage Packaging Holdings Luxembourg II SA, 8.00%, 12/15/16	EUR 617	760,541
GCL Holdings SCA, 9.38%, 4/15/18 (b)	244	297,696
Graphic Packaging International, Inc., 7.88%, 10/01/18	USD 340	379,100
OI European Group BV, 6.88%, 3/31/17	EUR 152	197,399
Sealed Air Corp., 8.38%, 9/15/21 (b)	USD 175	196,875
Tekni-Plex, Inc., 9.75%, 6/01/19 (b)	165	172,425
		4,554,973

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

(Percentages shown are based on Net Assets)

	Par	
Corporate Bonds	(000)	Value
Distributors 0.6%		
VWR Funding, Inc., 7.25%, 9/15/17 (b)(g)	USD 1,485	\$ 1,503,563
Diversified Consumer Services 1.5%		
Laureate Education, Inc., 9.25%, 9/01/19 (b)	555	555,000
Service Corp. International, 7.00%, 6/15/17	2,800	3,192,000
ServiceMaster Co., 8.00%, 2/15/20	175	186,594
		3,933,594
Diversified Financial Services 4.1%		
Aircastle Ltd., 6.75%, 4/15/17	430	464,400
Ally Financial, Inc.:		
7.50%, 12/31/13	350	374,062
8.00%, 11/01/31	2,705	3,198,662
8.00%, 11/01/31	560	664,717
CNG Holdings, Inc., 9.38%, 5/15/20 (b)	280	285,600
DPL, Inc., 7.25%, 10/15/21 (b)	1,075	1,225,500
Gala Group Finance Plc, 8.88%, 9/01/18	GBP 300	444,201
General Motors Financial Co., Inc., 6.75%, 6/01/18	USD 270	299,361
Leucadia National Corp., 8.13%, 9/15/15	790	890,725
Reynolds Group Issuer, Inc.:		
7.75%, 10/15/16	EUR 187	242,853
7.13%, 4/15/19	USD 230	247,825
9.75%, 4/15/19	260	264,225
7.88%, 8/15/19	315	350,438
9.88%, 8/15/19	955	1,009,912
8.25%, 2/15/21	125	122,813
WMG Acquisition Corp.:		
9.50%, 6/15/16	110	120,175
11.50%, 10/01/18	382	419,245
		10,624,714
Diversified Telecommunication Services 2.3%		
Broadview Networks Holdings, Inc., 11.38%, 9/01/12 (a)(h)	1,000	675,000
Consolidated Communications Finance Co., 10.88%, 6/01/20 (b)	550	589,875
ITC Deltacom, Inc., 10.50%, 4/01/16	260	280,150
Level 3 Communications, Inc., 8.88%, 6/01/19 (b)	295	300,900
Level 3 Financing, Inc.:		
8.13%, 7/01/19	1,224	1,282,140
7.00%, 6/01/20 (b)	525	522,375
8.63%, 7/15/20	785	839,950
OTE Plc, 5.00%, 8/05/13	EUR 104	113,377
Telenet Finance V Luxembourg SCA:		
6.25%, 8/15/22	137	173,180
6.75%, 8/15/24	350	446,834
Windstream Corp.:		
8.13%, 8/01/13	USD 400	422,000
7.88%, 11/01/17	360	391,500
		6,037,281
Electric Utilities 0.7%		
Mirant Mid Atlantic Pass Through Trust, Series B, 9.13%, 6/30/17	269	289,152
The Tokyo Electric Power Co., Inc., 4.50%, 3/24/14	EUR 1,150	1,439,671

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			1,728,823
Electrical Equipment 0.1%			
Belden, Inc., 5.50%, 9/01/22 (b)	USD	340	340,850
Electronic Equipment, Instruments & Components 0.5%			
CDW LLC/CDW Finance Corp., 8.50%, 4/01/19		354	387,630
Jabil Circuit, Inc., 8.25%, 3/15/18		215	258,000
Micron Technology, Inc., 2.38%, 5/01/32 (b)(e)		407	387,159
NXP BV/NXP Funding LLC, 9.75%, 8/01/18 (b)		190	217,075
			1,249,864
	Par		
Corporate Bonds	(000)		Value
Energy Equipment & Services 3.4%			
Atwood Oceanics, Inc., 6.50%, 2/01/20	USD	130	\$ 138,775
Calfrac Holdings LP, 7.50%, 12/01/20 (b)		360	352,800
Compagnie Générale de Géophysique, Veritas: 7.75%, 5/15/17		235	245,575
6.50%, 6/01/21		1,150	1,197,437
Forbes Energy Services Ltd., 9.00%, 6/15/19		335	324,950
FTS International Services LLC/ FTS International Bonds Inc., 8.13%, 11/15/18 (b)		1,615	1,667,487
Gulfmark Offshore, Inc., 6.38%, 3/15/22 (b)		145	147,900
Hornbeck Offshore Services, Inc., 5.88%, 4/01/20		290	295,800
Key Energy Services, Inc., 6.75%, 3/01/21		415	422,263
MEG Energy Corp. (b): 6.50%, 3/15/21		1,105	1,163,012
6.38%, 1/30/23		415	432,638
Oil States International, Inc., 6.50%, 6/01/19		290	308,125
Peabody Energy Corp.: 6.25%, 11/15/21 (b)		1,285	1,307,487
7.88%, 11/01/26		345	368,288
Precision Drilling Corp.: 6.63%, 11/15/20		70	73,500
6.50%, 12/15/21		275	288,750
			8,734,787
Food & Staples Retailing 0.2%			
Bakkavor Finance 2 Plc, 8.25%, 2/15/18	GBP	100	139,731
Rite Aid Corp., 9.25%, 3/15/20	USD	345	354,487
			494,218
Food Products 0.4%			
Darling International, Inc., 8.50%, 12/15/18		105	118,913
Del Monte Corp., 7.63%, 2/15/19		56	55,930
Post Holdings, Inc., 7.38%, 2/15/22 (b)		405	426,769
Smithfield Foods, Inc., 6.63%, 8/15/22		531	543,611
			1,145,223
Health Care Equipment & Supplies 1.5%			
Biomet, Inc.: 10.00%, 10/15/17		180	190,463
6.50%, 8/01/20 (b)		645	669,187
DJO Finance LLC: 10.88%, 11/15/14		476	496,825
8.75%, 3/15/18 (b)		415	440,937
7.75%, 4/15/18		95	86,925
Fresenius Medical Care US Finance, Inc., 6.50%, 9/15/18 (b)		192	215,280
Fresenius Medical Care US Finance II, Inc., 5.88%, 1/31/22 (b)		600	637,500
Fresenius US Finance II, Inc., 9.00%, 7/15/15 (b)		500	575,625
Kinetic Concepts, Inc./KCI USA, Inc., 12.50%, 11/01/19 (b)		255	231,413
Teleflex, Inc., 6.88%, 6/01/19		270	288,900
			3,833,055
Health Care Providers & Services 7.3%			

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Aviv Healthcare Properties LP, 7.75%, 2/15/19	520	540,800
CHS/Community Health Systems, Inc.:		
5.13%, 8/15/18	785	809,531
7.13%, 7/15/20	415	434,712
ConvaTec Healthcare E SA, 7.38%, 12/15/17 (b)	EUR 400	538,338
Crown Newco 3 Plc, 7.00%, 2/15/18 (b)	GBP 331	529,521
DaVita, Inc., 5.75%, 8/15/22	USD 849	882,960
HCA, Inc.:		
8.50%, 4/15/19	120	135,300
6.50%, 2/15/20	2,160	2,373,300
7.88%, 2/15/20	85	94,881
7.25%, 9/15/20	2,405	2,665,041
5.88%, 3/15/22	250	265,938

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

(Percentages shown are based on Net Assets)

	Par	
Corporate Bonds	(000)	Value
Health Care Providers & Services (concluded)		
Hologic, Inc., 6.25%, 8/01/20 (b)	USD 1,464	\$ 1,550,010
IASIS Healthcare LLC, 8.38%, 5/15/19	1,420	1,354,325
INC Research LLC, 11.50%, 7/15/19 (b)	375	367,500
inVentiv Health, Inc., 10.00%, 8/15/18 (b)	115	96,888
Omnicare, Inc., 7.75%, 6/01/20	905	997,762
PSS World Medical, Inc., 6.38%, 3/01/22	307	324,653
Symbion, Inc., 8.00%, 6/15/16	315	318,347
Tenet Healthcare Corp.:		
10.00%, 5/01/18	792	910,800
6.25%, 11/01/18	300	325,687
8.88%, 7/01/19	2,355	2,678,812
United Surgical Partners International, Inc.,		
9.00%, 4/01/20 (b)	270	289,913
Vanguard Health Holding Co. II LLC,		
7.75%, 2/01/19 (b)	425	443,062
		18,928,081
Health Care Technology 1.0%		
IMS Health, Inc., 12.50%, 3/01/18 (b)	2,235	2,626,125
Hotels, Restaurants & Leisure 4.6%		
Affinity Gaming LLC/Affinity Gaming Finance Corp., 9.00%, 5/15/18 (b)	265	269,638
Caesars Entertainment Operating Co., Inc.:		
11.25%, 6/01/17	1,270	1,368,425
10.00%, 12/15/18	2,935	1,849,050
8.50%, 2/15/20 (b)	280	276,150
Caesars Operating Escrow LLC, 9.00%, 2/15/20 (b)	1,533	1,525,335
Carlson Wagonlit BV, 6.88%, 6/15/19 (b)	295	306,800
Cirsa Funding Luxembourg SA, 8.75%, 5/15/18	EUR 202	222,951
Diamond Resorts Corp., 12.00%, 8/15/18	USD 1,100	1,170,125
El Dorado Resorts LLC, 8.63%, 6/15/19 (b)	125	121,875
Enterprise Inns Plc, 6.50%, 12/06/18	GBP 296	406,553
Gategroup Finance Luxembourg SA,		
6.75%, 3/01/19	EUR 250	321,525
Little Traverse Bay Bands of Odawa Indians,		
9.00%, 8/31/20 (b)	USD 270	245,700
MGM Resorts International:		
10.38%, 5/15/14	175	198,625
4.25%, 4/15/15 (e)	996	1,005,960
11.13%, 11/15/17	1,315	1,462,937
MTR Gaming Group, Inc., 11.50%, 8/01/19 (c)	136	139,406
Travelport LLC:		
5.09%, 9/01/14 (f)	165	117,150
9.88%, 9/01/14	35	27,825
9.00%, 3/01/16	110	78,100
6.46%, 12/01/16 (b)(c)	385	297,456
Tropicana Entertainment LLC,		
9.63%, 12/15/14 (a)(h)	315	
Wynn Las Vegas LLC, 5.38%, 3/15/22 (b)	565	577,713
		11,989,299
Household Durables 1.7%		
Beazer Homes USA, Inc., 6.63%, 4/15/18 (b)	30	30,675
Jarden Corp., 7.50%, 1/15/20	EUR 285	386,255

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Libbey Glass, Inc., 6.88%, 5/15/20 (b)	USD	560	597,100
Pulte Group, Inc., 6.38%, 5/15/33		175	152,250
Ryland Group, Inc., 6.63%, 5/01/20		315	332,325
Spie BondCo 3 SCA, 11.00%, 8/15/19	EUR	276	352,360
Standard Pacific Corp.:			
10.75%, 9/15/16	USD	1,285	1,551,637
8.38%, 1/15/21		955	1,064,825
			4,467,427

Par

Corporate Bonds	(000)	Value
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Household Products 0.3%

Ontex IV SA:			
7.50%, 4/15/18 (b)	EUR	130	\$ 165,967
9.00%, 4/15/19		213	246,478
Spectrum Brands Holdings, Inc., 9.50%, 6/15/18	USD	330	376,613
			789,058

Independent Power Producers & Energy Traders 3.3%

The AES Corp., 7.38%, 7/01/21		250	286,250
Calpine Corp. (b):			
7.25%, 10/15/17		165	176,550
7.50%, 2/15/21		95	105,450
7.88%, 1/15/23		405	457,650
Energy Future Holdings Corp., 10.00%, 1/15/20		1,765	1,945,913
Energy Future Intermediate Holding Co. LLC:			
6.88%, 8/15/17 (b)		280	285,950
10.00%, 12/01/20		2,786	3,127,285
11.75%, 3/01/22 (b)		547	582,555
GenOn REMA LLC, 9.24%, 7/02/17		222	238,967
Laredo Petroleum, Inc.:			
9.50%, 2/15/19		445	505,075
7.38%, 5/01/22		345	370,875
QEP Resources, Inc., 5.38%, 10/01/22		305	312,625
			8,395,145

Industrial Conglomerates 2.4%

Sequa Corp. (b):			
11.75%, 12/01/15		2,190	2,299,500
13.50%, 12/01/15		3,759	3,984,277
			6,283,777

Insurance 1.0%

Alliant Holdings I, Inc., 11.00%, 5/01/15 (b)		1,600	1,654,000
CNO Financial Group, Inc., 9.00%, 1/15/18 (b)		339	370,781
Genworth Financial, Inc., 7.63%, 9/24/21		390	398,502
MPL 2 Acquisition Canco, Inc., 9.88%, 8/15/18 (b)		235	210,325
			2,633,608

IT Services 3.1%

Ceridian Corp., 8.88%, 7/15/19 (b)		1,355	1,453,237
Epicor Software Corp., 8.63%, 5/01/19		510	525,300
First Data Corp.:			
7.38%, 6/15/19 (b)		1,445	1,491,962
8.88%, 8/15/20 (b)		495	539,550
6.75%, 11/01/20 (b)		815	808,888
8.25%, 1/15/21 (b)		570	565,013
12.63%, 1/15/21		1,528	1,547,100
SunGard Data Systems, Inc.:			
7.38%, 11/15/18		500	531,250
7.63%, 11/15/20		550	589,875
			8,052,175

Machinery 1.1%

SPX Corp., 6.88%, 9/01/17		160	177,600
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UR Merger Sub Corp. (b):		
5.75%, 7/15/18	236	249,570
7.38%, 5/15/20	405	429,300
7.63%, 4/15/22	1,935	2,089,800
		2,946,270
Media 13.1%		
Affinion Group, Inc., 7.88%, 12/15/18	745	532,675
AMC Networks, Inc., 7.75%, 7/15/21	205	232,163
CCH II LLC, 13.50%, 11/30/16	982	1,075,689
CCO Holdings LLC:		
6.50%, 4/30/21	431	462,247
5.25%, 9/30/22	900	891,000
Cengage Learning Acquisitions, Inc., 11.50%, 4/15/20 (b)	1,055	1,110,387

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

(Percentages shown are based on Net Assets)

	Par	
Corporate Bonds	(000)	Value
Media (concluded)		
Checkout Holding Corp., 16.00%, 11/15/15 (b)(d)	USD 615	\$ 375,150
Cinemark USA, Inc., 8.63%, 6/15/19	200	224,000
Clear Channel Communications, Inc., 9.00%, 3/01/21	409	350,718
Clear Channel Worldwide Holdings, Inc.:		
Series A, 9.25%, 12/15/17	1,379	1,492,767
Series B, 9.25%, 12/15/17	4,816	5,231,380
Series B, 7.63%, 3/15/20	1,494	1,449,180
Cox Enterprises, Inc. (b):		
Loan Close 2, 12.00%, 8/15/18	655	655,708
Loan Close 3, 12.00%, 8/15/18	749	749,663
Shares Loan, 12.00%, 8/15/18	773	773,166
CSC Holdings LLC, 8.50%, 4/15/14	370	406,538
DISH DBS Corp., 5.88%, 7/15/22 (b)	680	685,100
Harron Communications LP, 9.13%, 4/01/20 (b)	300	324,750
Intelsat Jackson Holdings SA:		
11.25%, 6/15/16	812	854,630
7.25%, 10/15/20 (b)	750	808,125
Intelsat Luxembourg SA:		
11.25%, 2/04/17	560	588,000
11.50%, 2/04/17 (c)	1,100	1,155,000
Interactive Data Corp., 10.25%, 8/01/18	1,235	1,392,462
The Interpublic Group of Cos., Inc., 10.00%, 7/15/17	315	352,013
Kabel Deutschland Vertrieb und Service GmbH & Co. KG, 6.50%, 6/29/18 (b)	EUR 315	426,913
Lamar Media Corp., 5.88%, 2/01/22	USD 130	137,800
Live Nation Entertainment, Inc., 8.13%, 5/15/18 (b)	675	722,250
NAI Entertainment Holdings LLC, 8.25%, 12/15/17 (b)	513	571,995
Nielsen Finance LLC:		
11.63%, 2/01/14	45	51,075
7.75%, 10/15/18	2,085	2,345,625
Odeon & UCI Finco Plc, 9.00%, 8/01/18 (b)	GBP 189	297,853
ProQuest LLC, 9.00%, 10/15/18 (b)	USD 460	422,050
ProtoStar I Ltd., 18.00%, 10/15/12 (a)(b)(e)(h)	812	406
Truven Health Analytics, Inc., 10.63%, 6/01/20 (b)	470	501,725
Unitymedia GmbH:		
9.63%, 12/01/19	EUR 158	223,326
9.63%, 12/01/19 (b)	530	749,130
9.50%, 3/15/21	385	552,654
Unitymedia Hessen GmbH & Co. KG:		
8.13%, 12/01/17 (b)	USD 817	884,402
8.13%, 12/01/17 (b)	EUR 122	165,536
7.50%, 3/15/19	722	994,404
UPC Holding BV, 9.88%, 4/15/18 (b)	USD 400	449,000
UPCB Finance II Ltd.:		
6.38%, 7/01/20 (b)	EUR 753	989,744
6.38%, 7/01/20	300	394,320
WaveDivision Escrow LLC/WaveDivision Escrow Corp., 8.13%, 9/01/20 (b)	USD 275	283,250
Ziggo Bond Co. BV, 8.00%, 5/15/18 (b)	EUR 343	473,489
Ziggo Finance BV, 6.13%, 11/15/17 (b)	56	75,191
		33,884,649
Metals & Mining 3.8%		
Eco-Bat Finance Plc, 7.75%, 2/15/17	435	552,614
FMG Resources August 2006 Property Ltd. (b):		

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6.88%, 2/01/18	USD	325	309,563
6.88%, 4/01/22		165	151,800
Global Brass and Copper, Inc., 9.50%, 6/01/19 (b)		275	289,438
Goldcorp, Inc., 2.00%, 8/01/14 (e)		970	1,117,925
Kaiser Aluminum Corp., 8.25%, 6/01/20 (b)		205	217,300
New Gold, Inc., 7.00%, 4/15/20 (b)		140	147,350
New World Resources NV, 7.88%, 5/01/18	EUR	627	784,697

Par

Corporate Bonds	(000)	Value
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Metals & Mining (concluded)

Newmont Mining Corp., Series A, 1.25%, 7/15/14 (e)	USD	1,345	\$ 1,709,831
Novelis, Inc., 8.75%, 12/15/20		3,045	3,402,787
Schmolz + Bickenbach Luxembourg SA, 9.88%, 5/15/19	EUR	295	299,624
Steel Dynamics, Inc., 6.38%, 8/15/22 (b)	USD	225	232,875
Taseko Mines Ltd., 7.75%, 4/15/19		385	366,713
Vedanta Resources Plc, 8.25%, 6/07/21 (b)		245	233,975

9,816,492

Multiline Retail 0.3%

Dollar General Corp., 4.13%, 7/15/17		727	756,080
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Oil, Gas & Consumable Fuels 10.9%

Access Midstream Partners LP, 6.13%, 7/15/22		250	259,375
Alpha Appalachia Holdings, Inc., 3.25%, 8/01/15 (e)		746	669,535
Alpha Natural Resources, Inc.:			
6.00%, 6/01/19		290	261,000
6.25%, 6/01/21		240	214,800
Aurora USA Oil & Gas, Inc., 9.88%, 2/15/17 (b)		610	637,450
Berry Petroleum Co., 6.38%, 9/15/22		375	399,375
BreitBurn Energy Partners LP, 7.88%, 4/15/22 (b)		235	239,700
CCS, Inc., 11.00%, 11/15/15 (b)		520	538,200
Chaparral Energy, Inc., 7.63%, 11/15/22 (b)		205	216,788
Chesapeake Energy Corp.:			
7.25%, 12/15/18		15	15,713
6.63%, 8/15/20		165	169,538
6.88%, 11/15/20		160	166,000
6.13%, 2/15/21		545	540,912
Coffeyville Resources LLC, 9.00%, 4/01/15 (b)		103	109,695
Concho Resources, Inc.:			
7.00%, 1/15/21		150	167,250
6.50%, 1/15/22		100	108,000
5.50%, 10/01/22		430	443,975
Consol Energy, Inc., 8.25%, 4/01/20		1,625	1,750,937
Continental Resources, Inc., 7.13%, 4/01/21		340	380,800
Copano Energy LLC, 7.13%, 4/01/21		275	287,375
Crosstex Energy LP:			
8.88%, 2/15/18		165	176,138
7.13%, 6/01/22 (b)		140	139,300
Crown Oil Partners IV LP, 15.00%, 3/07/15		545	545,482
Denbury Resources, Inc., 8.25%, 2/15/20		42	47,670
Energy XXI Gulf Coast, Inc.:			
9.25%, 12/15/17		510	568,650
7.75%, 6/15/19		815	865,937
EP Energy LLC/EP Energy Finance, Inc., 6.88%, 5/01/19 (b)		315	337,837
EP Energy LLC/Everest Acquisition Finance, Inc., 7.75%, 9/01/22 (b)		195	195,488
EV Energy Partners LP, 8.00%, 4/15/19		140	144,550
Hilcorp Energy I LP, 7.63%, 4/15/21 (b)		690	759,000
Holly Energy Partners LP, 6.50%, 3/01/20 (b)		145	151,525
Kodiak Oil & Gas Corp., 8.13%, 12/01/19 (b)		320	340,000
Linn Energy LLC:			
6.50%, 5/15/19 (b)		90	89,550
6.25%, 11/01/19 (b)		1,865	1,841,687
8.63%, 4/15/20		205	221,400
7.75%, 2/01/21		185	192,863
MarkWest Energy Partners LP:			
6.25%, 6/15/22		75	79,688

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5.50%, 2/15/23	200	204,500
Newfield Exploration Co., 6.88%, 2/01/20	715	781,137
Northern Oil and Gas, Inc., 8.00%, 6/01/20 (b)	285	290,700
Oasis Petroleum, Inc.:		
7.25%, 2/01/19	240	253,200
6.50%, 11/01/21	270	275,400

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

(Percentages shown are based on Net Assets)

	Par	
Corporate Bonds	(000)	Value
Oil, Gas & Consumable Fuels (concluded)		
Offshore Group Investments Ltd.:		
11.50%, 8/01/15 (b)	USD 1,215	\$ 1,342,575
11.50%, 8/01/15	300	331,500
OGX Petroleo e Gas Participacoes SA (b):		
8.50%, 6/01/18	2,057	1,825,587
8.38%, 4/01/22	640	544,000
PBF Holding Co. LLC, 8.25%, 2/15/20 (b)	275	287,375
PetroBakken Energy Ltd., 8.63%, 2/01/20 (b)	1,105	1,129,862
Petroleum Geo-Services ASA, 7.38%, 12/15/18 (b)	530	565,775
Pioneer Natural Resources Co.:		
6.88%, 5/01/18	425	514,547
7.50%, 1/15/20	135	168,840
Range Resources Corp.:		
8.00%, 5/15/19	345	381,225
5.75%, 6/01/21	900	957,375
5.00%, 8/15/22	403	419,624
Sabine Pass Liquefied Natural Gas LP, 7.50%, 11/30/16	560	599,200
Samson Investment Co., 9.75%, 2/15/20 (b)	78	80,340
SandRidge Energy, Inc.:		
7.50%, 3/15/21 (b)	630	637,875
7.50%, 3/15/21	230	232,875
8.13%, 10/15/22 (b)	235	245,575
7.50%, 2/15/23 (b)	515	517,575
SESI LLC:		
6.38%, 5/01/19	300	318,000
7.13%, 12/15/21	215	239,188
SM Energy Co.:		
6.63%, 2/15/19	120	125,400
6.50%, 11/15/21	240	250,800
6.50%, 1/01/23 (b)	115	119,888
Vanguard Natural Resources, 7.88%, 4/01/20	250	250,000
		28,163,121
Paper & Forest Products 1.3%		
Ainsworth Lumber Co. Ltd., 11.00%, 7/29/15 (b)(c)	372	338,190
Boise Paper Holdings LLC:		
9.00%, 11/01/17	55	60,913
8.00%, 4/01/20	105	116,025
Clearwater Paper Corp.:		
10.63%, 6/15/16	370	413,475
7.13%, 11/01/18	535	584,487
Longview Fibre Paper & Packaging, Inc., 8.00%, 6/01/16 (b)	315	326,025
NewPage Corp., 11.38%, 12/31/14 (a)(h)	1,935	1,310,962
Sappi Papier Holding GmbH (b):		
8.38%, 6/15/19	200	210,500
6.63%, 4/15/21	120	111,000
		3,471,577
Pharmaceuticals 1.0%		
Capsugel Finance Co. SCA:		
9.88%, 8/01/19 (b)	EUR 200	281,118
9.88%, 8/01/19	100	140,559
Pharmaceutical Product Development, Inc., 9.50%, 12/01/19 (b)	USD 160	178,400

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Spectrum Brands, Inc., 6.75%, 3/15/20 (b)	240	252,000
Valeant Pharmaceuticals International (b):		
6.50%, 7/15/16	1,140	1,202,700
6.75%, 8/15/21	520	527,800
		2,582,577
Professional Services 0.4%		
FTI Consulting, Inc., 6.75%, 10/01/20	850	907,375
	Par	
Corporate Bonds	(000)	Value
Real Estate Investment Trusts (REITs) 0.7%		
Felcor Lodging LP, 6.75%, 6/01/19	USD 1,110	\$ 1,190,475
The Rouse Co. LP, 6.75%, 11/09/15	480	505,800
		1,696,275
Real Estate Management & Development 2.3%		
CBRE Services, Inc., 6.63%, 10/15/20	310	338,675
Crescent Resources LLC/Crescent Ventures, Inc., 10.25%, 8/15/17 (b)	650	666,250
Forest City Enterprises, Inc., 7.63%, 6/01/15	392	389,795
Realogy Corp.:		
11.50%, 4/15/17	360	382,500
12.00%, 4/15/17	90	94,275
7.88%, 2/15/19 (b)	1,895	1,951,850
7.63%, 1/15/20 (b)	465	506,850
9.00%, 1/15/20 (b)	305	329,400
Shea Homes LP, 8.63%, 5/15/19	1,145	1,273,812
		5,933,407
Road & Rail 1.3%		
Florida East Coast Railway Corp., 8.13%, 2/01/17	410	430,500
The Hertz Corp.:		
7.50%, 10/15/18	505	544,769
6.75%, 4/15/19 (b)	265	278,250
7.38%, 1/15/21	380	413,250
Hertz Holdings Netherlands BV:		
8.50%, 7/31/15	EUR 172	234,730
8.50%, 7/31/15 (b)	1,031	1,407,019
		3,308,518
Semiconductors & Semiconductor Equipment 0.2%		
Spansion LLC, 7.88%, 11/15/17	USD 540	526,500
Software 1.3%		
Audatex North America, Inc., 6.75%, 6/15/18 (b)	480	514,800
Infor US, Inc., 9.38%, 4/01/19 (b)	1,520	1,645,400
Nuance Communications, Inc., 5.38%, 8/15/20 (b)	805	823,112
Sophia LP, 9.75%, 1/15/19 (b)	408	438,600
		3,421,912
Specialty Retail 2.8%		
Asbury Automotive Group, Inc., 8.38%, 11/15/20	335	370,175
Claire's Stores, Inc., 9.00%, 3/15/19 (b)	450	466,875
House of Fraser Funding Plc, 8.88%, 8/15/18	GBP 480	677,377
Limited Brands, Inc.:		
8.50%, 6/15/19	USD 745	894,000
5.63%, 2/15/22	150	157,875
Party City Holdings, Inc., 8.88%, 8/01/20 (b)	729	770,917
Penske Automotive Group, Inc.,		
5.75%, 10/01/22 (b)	495	504,900
Phones4u Finance Plc, 9.50%, 4/01/18 (b)	GBP 370	566,942
QVC, Inc. (b):		
7.13%, 4/15/17	USD 210	222,122
7.50%, 10/01/19	565	626,028
7.38%, 10/15/20	270	300,853
5.13%, 7/02/22	392	410,872
Sally Holdings LLC:		

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6.88%, 11/15/19	500	558,750
5.75%, 6/01/22	400	430,500
Sonic Automotive, Inc., 9.00%, 3/15/18	345	376,913
		7,335,099
Textiles, Apparel & Luxury Goods 0.2%		
Levi Strauss & Co., 6.88%, 5/01/22	400	415,000
Trading Companies & Distributors 0.6%		
Ashtead Capital, Inc., 6.50%, 7/15/22 (b)	455	473,200
Doric Nimrod Air Finance Alpha Ltd. (b):		
Series 2012-1, Class A, 5.13%, 11/30/24	550	558,250
Series 2012-1, Class B, 6.50%, 5/30/21	530	536,265
		1,567,715

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

(Percentages shown are based on Net Assets)

	Par	
Corporate Bonds	(000)	Value
Transportation Infrastructure 0.2%		
Aguila 3 SA, 7.88%, 1/31/18 (b)	USD 398	\$ 419,393
Wireless Telecommunication Services 4.2%		
Cricket Communications, Inc.:		
7.75%, 5/15/16	226	238,430
7.75%, 10/15/20	205	198,850
Digicel Group Ltd. (b):		
9.13%, 1/15/15	1,711	1,727,738
8.25%, 9/01/17	1,135	1,203,100
10.50%, 4/15/18	900	972,000
Matterhorn Mobile Holdings SA, 8.25%, 2/15/20	EUR 190	258,698
MetroPCS Wireless, Inc., 6.63%, 11/15/20	USD 710	734,850
NII Capital Corp., 7.63%, 4/01/21	324	250,290
SBA Telecommunications, Inc., 5.75%, 7/15/20 (b)	262	273,790
Sprint Capital Corp., 6.88%, 11/15/28	1,876	1,697,780
Sprint Nextel Corp. (b):		
9.00%, 11/15/18	1,590	1,876,200
7.00%, 3/01/20	1,220	1,335,900
		10,767,626
Total Corporate Bonds 105.7%		273,331,003
Floating Rate Loan Interests (f)		
Airlines 0.2%		
Delta Air Lines, Inc., Credit Term Loan B, 5.50%, 4/20/17	395	397,607
Auto Components 0.5%		
Federal-Mogul Corp., Term Loan B, 2.17% 2.18%, 12/29/14	895	854,406
Schaeffler AG, Term Loan C2, 6.00%, 1/27/17	360	361,051
		1,215,457
Building Products 0.1%		
Goodman Global, Inc., Term Loan (Second Lien), 9.00%, 10/30/17	318	322,360
Capital Markets 0.7%		
American Capital Holdings, Term Loan, 5.50%, 7/19/16	743	745,786
Nuveen Investments, Inc.:		
Incremental Term Loan, 7.25%, 5/13/17	600	602,700
Second Lien Term Loan, 8.25%, 2/28/19	380	382,375
		1,730,861
Chemicals 0.6%		
Evergreen Acqco 1 LP, Term Loan B, 6.25%, 7/09/19	155	156,454
INEOS US Finance LLC, 6 Year Term Loan, 6.50%, 5/04/18	1,047	1,048,904
PQ Corp., Term Loan B, 3.98%, 7/30/14	313	307,178
		1,512,536
Communications Equipment 0.8%		
Avaya, Inc., Term Loan B1, 3.18%, 10/24/14	229	219,639

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Zayo Group, LLC, Term Loan B, 7.13%, 7/02/19	1,905	1,932,985
		2,152,624
Construction & Engineering 0.7%		
Safway Services LLC, Mezzanine Loan, 15.63%, 12/16/17	1,750	1,750,000
Construction Materials 0.4%		
HD Supply, Inc., Senior Debt B, 7.25%, 10/12/17	1,045	1,067,645
	Par	
Floating Rate Loan Interests (f)	(000)	Value
Consumer Finance 1.5%		
Springleaf Financial Funding Co., Term Loan, 5.50%, 5/10/17	USD 3,940	\$ 3,805,055
Diversified Consumer Services 0.1%		
Laureate Education, Inc., Extended Term Loan, 5.25%, 6/18/18	134	131,018
ServiceMaster Co.:		
Delayed Draw Term Loan, 2.74%, 7/24/14	8	7,539
Term Loan, 2.75% 2.97%, 7/24/14	76	75,702
		214,259
Diversified Financial Services 0.5%		
Residential Capital LLC:		
DIP Term Loan A1, 5.00%, 11/18/13	1,150	1,152,875
DIP Term Loan A2, 6.75%, 11/18/13	170	171,984
		1,324,859
Diversified Telecommunication Services 0.5%		
Level 3 Financing, Inc.:		
2016 Term Loan B, 4.75%, 2/01/16	645	646,290
2019 Term Loan B, 5.25%, 8/01/19	530	530,774
		1,177,064
Electronic Equipment, Instruments & Components 0.1%		
CDW LLC, Extended Term Loan, 4.00%, 7/14/17	251	247,978
Energy Equipment & Services 1.0%		
Dynegy Midwest Generation LLC, Coal Co. Term Loan, 9.25%, 8/04/16	1,325	1,374,396
Dynegy Power LLC, Gas Co. Term Loan, 9.25%, 8/04/16	963	1,007,771
Tervita Corp., Incremental Term Loan, 6.50%, 10/17/14	249	248,544
		2,630,711
Food & Staples Retailing 0.0%		
US Foods, Inc.(FKA U.S. Foodservice, Inc.), Extended Term Loan B, 5.75%, 3/31/17	69	66,935
Food Products 0.1%		
Advance Pierre Foods, Term Loan (Second Lien), 11.75%, 9/29/17	200	201,200
Health Care Equipment & Supplies 0.3%		
Bausch & Lomb, Inc., Term Loan B, 5.25%, 5/17/19	440	441,465
LHP Hospital Group, Inc., Term Loan, 9.00%, 7/03/18	260	261,950
		703,415
Health Care Providers & Services 0.5%		
Harden Healthcare LLC:		
Add on Term Loan A, 7.75%, 3/02/15	369	357,628
Term Loan A, 8.50%, 3/02/15	323	316,806
inVentiv Health, Inc., Combined Term Loan, 6.50%, 8/04/16	698	649,917
		1,324,351
Hotels, Restaurants & Leisure 1.2%		
Caesars Entertainment Operating Co., Inc.:		
Extended Term Loan B6, 5.49%, 1/26/18	185	162,626
Incremental Term Loan B4, 9.50%, 10/31/16	448	456,533
Term Loan B1, 3.24%, 1/28/15	371	352,042
Term Loan B2, 3.24%, 1/28/15	409	388,020
Term Loan B3, 3.24% 3.46%, 1/28/15	895	848,628

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OSI Restaurant Partners LLC:

Revolver, 2.49% 4.50%, 6/14/13	9	8,463
Term Loan B, 2.56%, 6/14/14	86	85,297
Sabre, Inc., Non Extended Initial Term Loan, 2.23%, 9/30/14	57	56,665

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

(Percentages shown are based on Net Assets)

	Par	Value
	(000)	
Floating Rate Loan Interests (f)		
Hotels, Restaurants & Leisure (concluded)		
Station Casinos, Inc., Term Loan B1, 3.23%, 6/17/16	USD 785	\$ 746,113
Travelport LLC:		
Extended Tranche A Term Loan, 6.44%, 9/28/12	177	53,166
Extended Tranche B Term Loan, 13.94%, 12/01/16	571	45,708
		3,203,261
Industrial Conglomerates 0.1%		
Sequa Corp.:		
Incremental Term Loan, 6.25%, 12/03/14	164	163,986
Term Loan, 3.69% 3.72%, 12/03/14	140	139,038
		303,024
IT Services 0.3%		
Ceridian Corp., Extended Term Loan, 5.99%, 5/09/17	62	62,323
First Data Corp., 2018 Term Loan B, 4.24%, 3/23/18	720	679,802
		742,125
Leisure Equipment & Products 0.2%		
Eastman Kodak Co., DIP Term Loan B, 8.50%, 7/19/13	600	594,453
Machinery 0.5%		
Navistar International Corp., Term Loan B, 7.00%, 8/17/17	620	623,175
Rexnord Corp., Term Loan B, 5.00%, 4/02/18	542	544,406
		1,167,581
Media 4.7%		
Affinion Group, Inc., Term Loan B, 5.00%, 7/15/15	40	33,616
Cengage Learning Acquisitions, Inc.:		
Non-Extended Term Loan, 2.49%, 7/03/14	293	270,168
Tranche 1 Incremental, Term Loan, 7.50%, 7/03/14	1,432	1,386,000
Cequel Communications LLC, Term Loan B, 4.00%, 2/14/19	399	398,170
Clear Channel Communications, Inc.:		
Term Loan B, 3.88%, 1/28/16	1,774	1,373,868
Term Loan C, 3.88%, 1/28/16	348	264,946
EMI Music Publishing Ltd., Term Loan B, 5.50%, 6/29/18	400	402,700
Intelsat Jackson Holdings SA, Tranche B Term Loan, 5.25%, 4/02/18	5,706	5,724,099
Interactive Data Corp., Term Loan B, 4.50%, 2/12/18	379	379,596
Newsday LLC, Fixed Rate Term Loan, 10.50%, 8/01/13	1,375	1,382,452
Thomson Reuters (Healthcare), Inc., Term Loan B, 6.75%, 6/06/19	345	347,443
Univision Communications, Inc., Extended Term Loan, 4.48%, 3/31/17	279	269,452
		12,232,510

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Metals & Mining 0.2%		
Constellium Holding Co. BV, Term Loan B, 9.25%, 5/25/18	390	382,200
Multiline Retail 0.5%		
HEMA Holding BV, Mezzanine, 8.64%, 7/05/17	EUR 1,154	1,205,001
Oil, Gas & Consumable Fuels 0.8%		
Chesapeake Energy Corp., Unsecured Term Loan, 8.50%, 12/01/17	USD 1,090	1,092,343
Obsidian Natural Gas Trust, Term Loan, 7.00%, 11/02/15	926	926,279
		2,018,622
	Par	
Floating Rate Loan Interests (f)	(000)	Value
Paper & Forest Products 0.4%		
Ainsworth Lumber Co. Ltd., Term Loan, 5.25%, 6/26/14 (g)	USD 360	\$ 348,300
Verso Paper Finance Holdings LLC, Term Loan, 6.49% 7.24%, 2/01/13	1,420	710,209
		1,058,509
Pharmaceuticals 0.1%		
Pharmaceutical Product Development, Inc., Term Loan B, 6.25%, 12/05/18	288	291,496
Real Estate Investment Trusts (REITs) 0.5%		
iStar Financial, Inc.:		
Term Loan A1, 5.00%, 6/28/13	1,388	1,389,104
Term Loan A2, 7.00%, 6/30/14	5	5,005
		1,394,109
Real Estate Management & Development 0.4%		
Realogy Corp.:		
Extended Letter of Credit Loan, 4.50%, 10/10/16	104	99,974
Extended Term Loan, 4.49%, 10/10/16	689	664,920
Stockbridge SBE Holdings LLC, Term Loan B, 13.00%, 5/02/17	170	169,150
		934,044
Semiconductors & Semiconductor Equipment 0.0%		
NXP BV, Term Loan A-2, 5.50%, 3/03/17	65	65,443
Software 0.4%		
Infor US, Inc. (FKA Lawson Software, Inc.), Term Loan B, 6.25%, 4/05/18	1,127	1,138,762
Specialty Retail 0.1%		
Claire's Stores, Inc., Term Loan B, 2.98% 3.20%, 5/29/14	356	349,553
Textiles, Apparel & Luxury Goods 0.4%		
Ascend Performance Materials LLC, Term Loan B, 6.75%, 4/10/18	1,047	1,037,771
Wireless Telecommunication Services 0.0%		
Crown Castle International Corp., Term Loan B, 4.00%, 1/31/19	54	54,320
Total Floating Rate Loan Interests 19.4%		50,017,701
	Beneficial Interest (000)	
Other Interests (i)		
Chemicals 0.0%		
Wellman Holdings, Inc., Litigation Trust Certificate	2,650	26
Media 0.0%		
Adelphia Escrow (a)	700	7
Adelphia Recovery Trust (a)	878	88
		95
Total Other Interests 0.0%		121
Preferred Securities		
	Par	
Capital Trusts 0.2%	(000)	

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Insurance 0.2%

Genworth Financial, Inc., 6.15%, 11/15/66 (f)	790	474,000
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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

(Percentages shown are based on Net Assets)

Preferred Stocks	Shares	Value
Auto Components 0.4%		
Dana Holding Corp., 4.00% (b)(e)	7,570	\$ 884,744
Diversified Financial Services 1.4%		
Ally Financial, Inc., 7.00% (b)	4,023	3,663,319
Total Preferred Stocks 1.8%		4,548,063
Trust Preferreds		
Diversified Financial Services 0.8%		
GMAC Capital Trust I, Series 2, 8.13%, 2/15/40 (b)	70,660	1,746,206
RBS Capital Funding Trust VII, 6.08% (a)(f)(h)(j)	26,500	454,210
Total Trust Preferreds 0.8%		2,200,416
Total Preferred Securities 2.8%		7,222,479
Warrants (k)		
Health Care Providers & Services 0.0%		
HealthSouth Corp. (Expires 1/16/14)	29,930	
Media 0.0%		
New Vision Holdings LLC (Expires 9/30/14)	15	
Software 0.0%		
Bankruptcy Management Solutions, Inc. (Expires 9/28/17)	312	
HMH Holdings/EduMedia (Issued/Exercisable 3/09/10, 19 Shares for 1 Warrant, Expires 6/22/19, Strike Price \$42.27)	1,070	
Total Warrants 0.0%		
Total Long-Term Investments (Cost \$345,014,624) 136.0%		351,637,724
Options Purchased	Contracts	
Over-the-Counter Call Options 0.0%		
Marsico Parent Superholdco LLC, Strike Price USD 942.86, Expires 12/14/19, Broker Goldman Sachs Group, Inc.	17	
Total Options Purchased (Cost \$16,622) 0.0%		
Total Investments (Cost \$345,031,246) 136.0%		351,637,724
Liabilities in Excess of Other Assets (36.0)%		(93,146,505)
Net Assets 100.0%		\$ 258,491,219

(a) Non-income producing security.

(b) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration to qualified institutional investors.

(c) Represents a payment-in-kind security which may pay interest/dividends in additional par/shares.

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(d) Represents a zero-coupon bond. Rate shown reflects the current yield as of report date.

(e) Convertible security.

(f) Variable rate security. Rate shown is as of report date.

(g) When-issued security. Unsettled when-issued transaction was as follows:

Counterparty	Value	Unrealized Appreciation
Goldman Sachs Group, Inc.	\$ 1,851,863	\$ 15,413

(h) Issuer filed for bankruptcy and/or is in default of principal and/or interest payments.

(i) Other interests represent beneficial interests in liquidation trusts and other reorganization or private entities.

(j) Security is perpetual in nature and has no stated maturity date.

(k) Warrants entitle the Fund to purchase a predetermined number of shares of common stock and are non-income producing. The purchase price and number of shares are subject to adjustment under certain conditions until the expiration date, if any.

Investments in issuers considered to be an affiliate of the Fund during the six months ended August 31, 2012, for purposes of Section 2(a)(3) of the 1940 Act, as amended, were as follows:

Affiliate	Shares Held at February 29, 2012	Net Activity	Shares Held at August 31, 2012	Income
BlackRock Liquidity Funds, TempFund, Institutional Class	2,264,805	(2,264,805)		\$ 1,117

Financial futures contracts sold as of August 31, 2012 were as follows:

Contracts	Issue	Exchange	Expiration	Notional Value	Unrealized Depreciation
108	S&P 500 Index E-Mini	Chicago Mercantile	September 2012	\$ 7,587,540	\$ (522,208)

Foreign currency exchange contracts as of August 31, 2012 were as follows:

Currency Purchased	Currency Sold	Counter party	Settlement Date	Unrealized Appreciation (Depreciation)
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GBP	103,000	USD	159,655	Credit Suisse Group AG	10/17/12	\$	3,869
GBP	148,000	USD	232,085	UBS AG	10/17/12		2,883
USD	68,178	AUD	67,500	Citigroup, Inc.	10/17/12		(1,288)
USD	119,010	AUD	117,000	UBS AG	10/17/12		(1,396)
USD	2,596,553	CAD	2,637,000	UBS AG	10/17/12		(76,153)
USD	145,793	GBP	93,000	Deutsche Bank AG	10/17/12		(1,855)
USD	3,797,156	GBP	2,446,000	UBS AG	10/17/12		(86,155)
USD	92,521	GBP	59,000	UBS AG	10/17/12		(1,149)
USD	86,393	GBP	55,000	UBS AG	10/17/12		(926)
EUR	50,000	USD	61,834	Citigroup, Inc.	10/22/12		1,088
EUR	181,000	USD	221,660	UBS AG	10/22/12		6,120
EUR	699,000	USD	867,358	UBS AG	10/22/12		12,297
USD	18,786,611	EUR	15,323,500	Citigroup, Inc.	10/22/12		(497,226)
USD	222,494	EUR	181,000	Citigroup, Inc.	10/22/12		(5,285)
USD	385,156	EUR	310,000	Citigroup, Inc.	10/22/12		(4,963)
USD	126,569	EUR	102,000	Royal Bank of Scotland Group Plc	10/22/12		(1,792)
USD	512,701	EUR	415,000	UBS AG	10/22/12		(9,556)
USD	260,389	EUR	211,000	UBS AG	10/22/12		(5,144)
USD	224,679	EUR	182,000	UBS AG	10/22/12		(4,358)
USD	126,612	EUR	103,000	UBS AG	10/22/12		(3,009)
Total							\$ (673,998)

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund, Inc. (COY)

Credit default swaps on single-name issues - buy protection outstanding as of August 31, 2012 were as follows:

Issuer	Pay Fixed Rate	Counter party	Expiration Date	Notional Amount (000)	Unrealized Appreciation (Depreciation)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 95	\$ (7,042)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 80	(6,570)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 155	(11,042)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 85	(4,339)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 80	(4,585)
Republic of Hungary	1.00%	Deutsche Bank AG	12/20/15	\$ 280	5,093
Israel (State of)	1.00%	Deutsche Bank AG	3/20/17	\$ 210	(4,707)
Israel Government Bond	1.00%	Deutsche Bank AG	3/20/17	\$ 625	(14,401)
Total					\$ (47,593)

Credit default swaps on single-name issues sold protection outstanding as of August 31, 2012 were as follows:

Issuer	Receive Fixed Rate	Counter party	Expira tion Date	Issuer Credit Rating ¹	Notional Amount (000) ²	Unrea lized Appreci ation (Depreci ation)
Air Lease Corp.	5.00%	Goldman Sachs Group, Inc.	2/14/13	NR	\$ 500	\$ 8,290
CIT Group, Inc.	5.00%	Deutsche Bank AG	9/20/15	BB-	\$ 3,100	403,195
ARAMARK Corp.	5.00%	Goldman Sachs Group, Inc.	3/20/16	B	\$ 500	41,882
ARAMARK Corp.	5.00%	Goldman Sachs Group, Inc.	6/20/16	B	\$ 300	25,338
ARAMARK Corp.	5.00%	Goldman Sachs Group, Inc.	6/20/16	B	\$ 300	27,000
ARAMARK Corp.	5.00%	Credit Suisse Group AG	9/20/16	B	\$ 125	14,933
ARAMARK Corp.	5.00%	Goldman Sachs Group, Inc.	9/20/16	B	\$ 350	30,667
ARAMARK Corp.	5.00%	Goldman Sachs Group, Inc.	9/20/16	B	\$ 125	14,522
ARAMARK Corp.	5.00%	Deutsche Bank AG	3/20/17	B	\$ 185	12,212
Crown Castle International Corp.	7.25%	Deutsche Bank AG	3/20/17	B	\$ 430	6,129
Ford Motor Co.	5.00%	Deutsche Bank AG	3/20/17	BB+	\$ 1,300	57,262
Hertz Corp.	5.00%	Citigroup, Inc.	6/20/17	B	\$ 165	(5,451)
Goodyear Tire & Rubber Co.	5.00%	Deutsche Bank AG	6/20/17	B+	\$ 290	13,513
Goodyear Tire & Rubber Co.	5.00%	Goldman Sachs Group, Inc.	6/20/17	B+	\$ 300	10,572

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CCO Holdings LLC	8.00%	Deutsche Bank AG	9/20/17	BB	\$ 1,500	122,198
Level 3 Communications, Inc.	5.00%	Goldman Sachs Group, Inc.	6/20/19	B	\$ 900	24,602
Total						\$ 806,864

¹ Using S&P's rating.

² The maximum potential amount the Fund may pay should a negative credit event take place as defined under the terms of agreement.

Credit default swaps on traded indexes buy protection outstanding as of August 31, 2012 were as follows:

Index	Pay Fixed Rate	Counterparty	Expiration Date	Notional Amount (000)	Unrealized Depreciation
Dow Jones CDX North America High Yield Series 18	5.00%	Credit Suisse Group AG	6/20/17	\$ 1,683	\$ (5,458)

For Fund 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 rating group indexes, and/or as defined by Fund management. These definitions may not apply for purposes of this report, which may combine such industry sub-classifications for reporting ease.

Fair Value Measurements Various inputs are used in determining the fair value of investments and derivative financial instrument. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial statement purposes as follows:

Level 1 unadjusted price quotations in active markets/exchanges for identical assets and liabilities

Level 2 other observable inputs (including, but not limited to: quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

Level 3 unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instrument)

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for investments and derivative financial instruments is based on the pricing transparency of the investments and derivative financial instruments and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments and other significant accounting policies, please refer to Note 1 of the Notes to Consolidated Financial Statements.

See Notes to Consolidated Financial Statements.

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(continued)**BlackRock Corporate High Yield Fund, Inc. (COY)**

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of August 31, 2012:

	Level 1	Level 2	Level 3	Total
Assets:				
Investments:				
Long-Term Investments:				
Common Stocks	\$ 16,544,041	\$ 668,526	\$ 3,853,853	\$ 21,066,420
Corporate Bonds		269,237,177	4,093,826	273,331,003
Floating Rate Loan Interests		42,446,578	7,571,123	50,017,701
Other Interests	88		33	121
Preferred Securities	2,200,416	5,022,063		7,222,479
Total	\$ 18,744,545	\$ 317,374,344	\$ 15,518,835	\$ 351,637,724

	Level 1	Level 2	Level 3	Total
Derivative Financial Instruments¹				
Assets:				
Credit contracts		\$ 277,596	\$ 539,812	\$ 817,408
Foreign currency exchange contracts		26,257		26,257
Liabilities:				
Credit contracts		(63,595)		(63,595)
Equity contracts	\$ (522,208)			(522,208)
Foreign currency exchange contracts		(700,255)		(700,255)
Total	\$ (522,208)	\$ (459,997)	\$ 539,812	\$ (442,393)

¹ Derivative financial instruments are swaps, financial futures contracts, foreign currency exchange contracts and options. Swaps, financial futures contracts and foreign exchange contracts are valued at the unrealized appreciation/depreciation on the instrument and options are shown at value. Certain of the Fund's assets and liabilities are held at carrying amount, which approximates fair value for financial statement purposes. As of August 31, 2012, such assets and liabilities are categorized within the disclosure hierarchy as follows:

	Level 1	Level 2	Level 3	Total
Assets:				
Cash	\$ 1,506,487			\$ 1,506,487
Cash pledged as collateral for financial futures contracts	432,000			432,000
Foreign currency at value	260,020			260,020
Liabilities:				
Cash received as collateral for swaps		\$ (600,000)		(600,000)
Loan payable		(98,000,000)		(98,000,000)
Total	\$ 2,198,507	\$ (98,600,000)		\$ (96,401,493)

As of February 29, 2012, the Fund used observable inputs in determining the value of certain equity securities. During the year, the Fund began valuing these securities using unadjusted price quotations from an exchange. As a result, investments with a beginning of period value of \$6,894,626 transferred from Level 2 to Level 1 in the disclosure hierarchy.

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Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Corporate High Yield Fund, Inc. (COY)**

The following table summarizes the valuation techniques used and unobservable inputs developed by the BlackRock Global Valuation Methodologies Committee (Global Valuation Committee) to determine the fair value of certain of the Fund's Level 3 investments as of August 31, 2012:

	Value	Valuation Techniques	Unobservable Inputs ¹	Range of	Weighted
				Unobservable	Average of
				Inputs	Inputs ²
Assets:					
Common Stocks	\$ 3,853,848	Market Comparable Companies	EBITDA Multiple	5.9x	5.9x
			Forward EBITDA Multiple	4.6x	4.6x
		Cost	N/A ³		
Corporate Bonds	3,847,720	Market Comparable Companies	Yield	7.00% 9.67%	8.76%
			EBITDA Multiple	6.0x	6.0x
		Cost	N/A ³		
Floating Rate Loan Interests	3,134,643	Market Comparable Companies	Illiquidity Discount	50%	50%
			Yield	9.65%	9.65%
		Cost	N/A ³		
Total⁴	\$ 10,836,211				

¹ A change to the unobservable input may result in a significant change to the value of the investment as follows:

Unobservable Input	Impact to	
	Value if Input Increases	Value if Input Decreases
EBITDA Multiple	Increase	Decrease
Forward EBITDA Multiple	Increase	Decrease
Illiquidity Discount	Decrease	Increase
Yield	Decrease	Increase

² Unobservable inputs are weighted based on the fair value of the investments included in the range.

³ The Fund fair values certain of its Level 3 investments using prior transaction prices (acquisition cost), although the transaction may not have occurred during the current reporting period. In such cases, these investments are generally privately held investments. There may not be a secondary market, and/or there are a limited number of investors. The determination to fair value such investments at cost is based upon factors consistent with the principles of fair value measurement that are reasonably available to the Global Valuation Committee, or its delegate. Valuations are reviewed utilizing available market information to determine if the carrying value should be adjusted. Such market data may include, but is not limited to, observations of the trading multiples of public companies considered comparable to the private companies being valued, financial or operational information released by the company, and/or news or corporate events that affect the investment. Valuations may be adjusted to account for company-specific issues, the lack of liquidity inherent in a nonpublic investment and the fact that comparable public companies are not identical to the investments being fair valued by the Fund.

⁴ Does not include Level 3 investments with values derived utilizing prices from recent prior transactions or third party pricing information without adjustment for which such inputs are unobservable. See above valuation input table for values of such Level 3 investments. A significant change in third party pricing information could result in a significantly lower or higher value in such Level 3 investments.

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A reconciliation of Level 3 investments and derivative financial instruments is presented when the Fund had a significant amount of Level 3 investments and derivative financial instruments at the beginning and/or end of the period in relation to net assets. The following table is a reconciliation of Level 3 investments for which significant unobservable inputs were used in determining fair value:

	Common Stocks	Corporate Bonds	Floating Rate Loan Interests	Other Interests	Total
Assets:					
Opening balance, as of February 29, 2012	\$ 4,138,509	\$ 4,181,040	\$ 5,454,878	\$ 34	\$ 13,774,461
Transfers into Level 3 ⁵			2,003,700		2,003,700
Transfers out of Level 3 ⁶	(35,343)		(201,394)		(236,737)
Accrued discounts/premiums		1,564	62,000		63,564
Net realized gain (loss)	(1,186,175)		(328,514)		(1,514,689)
Net change in unrealized appreciation/depreciation ⁷	790,896	(53,051)	290,432	(1)	1,028,276
Purchases	145,977	53,465	1,615,477		1,814,919
Sales	(11)	(89,192)	(1,325,456)		(1,414,659)
Closing Balance, as of August 31, 2012	\$ 3,853,853	\$ 4,093,826	\$ 7,571,123	\$ 33	\$ 15,518,835

⁵ As of February 29, 2012, the Fund used observable inputs in determining the value of certain investments. As of August 31, 2012, the Fund used significant unobservable inputs in determining the value of the same investments. As a result, investments with a beginning of period value of \$2,003,700 transferred from Level 2 to Level 3 in the disclosure hierarchy.

⁶ As of February 29, 2012, the Fund used significant unobservable inputs in determining the value of certain investments. As of August 31, 2012, the Fund used observable inputs in determining the value of the same investments. As a result, investments with a beginning of period value of \$236,737 transferred from Level 3 to Level 2 in the disclosure hierarchy.

⁷ Included in the related net change in unrealized appreciation/depreciation in the Consolidated Statements of Operations. The change in unrealized appreciation/depreciation on investments still held as of August 31, 2012 was \$(440,350).

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments (concluded)****BlackRock Corporate High Yield Fund, Inc. (COY)**

The following table is a reconciliation of Level 3 derivative financial instruments for which significant unobservable inputs were used in determining fair value:

	Credit Contracts
Assets/Liabilities:	
Opening balance, as of February 29, 2012	\$ 216,962
Transfers into Level 3 ¹	
Transfers out of Level 3 ¹	
Accrued discounts/premiums	
Net realized gain (loss)	
Net change in unrealized appreciation/depreciation ²	322,850
Purchases	
Issuances ³	
Sales	
Settlements ⁴	
Closing Balance, as of August 31, 2012	\$ 539,812

¹ Transfers into and transfers out of Level 3 represent the beginning of the reporting period value.

² Included in the related net change in unrealized appreciation/depreciation in the Consolidated Statements of Operations. The change in unrealized appreciation/depreciation on derivative financial instruments still held as of August 31, 2012 was \$322,850.

³ Issuances represent upfront cash received on certain derivative financial instruments.

⁴ Settlements represent periodic contractual cash flows and/or cash flows to terminate certain derivative financial instruments.

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments**

August 31, 2012 (Unaudited)

BlackRock Corporate High Yield Fund III, Inc. (CYE)
(Percentages shown are based on Net Assets)

Common Stocks	Shares	Value
Auto Components 2.0%		
Dana Holding Corp.	36,200	\$ 494,492
Delphi Automotive Plc (a)	171,704	5,200,902
		5,695,394
Biotechnology 0.0%		
Ironwood Pharmaceuticals, Inc. (a)	7,130	89,339
Capital Markets 0.4%		
American Capital Ltd. (a)	53,273	585,470
E*Trade Financial Corp. (a)	74,600	639,322
		1,224,792
Chemicals 0.2%		
ADA-ES, Inc. (a)	1,820	42,679
CF Industries Holdings, Inc.	1,000	207,010
Huntsman Corp.	14,000	201,320
		451,009
Commercial Banks 0.2%		
CIT Group, Inc. (a)	17,270	652,115
Communications Equipment 0.3%		
Loral Space & Communications Ltd.	12,778	938,161
Diversified Financial Services 0.5%		
Kcad Holdings I Ltd.	220,203,372	1,460,169
Diversified Telecommunication Services 0.2%		
Level 3 Communications, Inc. (a)	22,280	480,134
Electrical Equipment 0.0%		
Medis Technologies Ltd.	70,784	212
Energy Equipment & Services 0.9%		
Laricina Energy Ltd. (a)	35,294	1,521,679
Osum Oil Sands Corp. (a)	82,000	1,039,817
		2,561,496
Hotels, Restaurants & Leisure 0.0%		
Travelport Worldwide Ltd.	76,940	10,002
Media 2.2%		
Belo Corp., Class A	23,782	173,609
Charter Communications, Inc. (a)	70,305	5,469,729
Clear Channel Outdoor Holdings, Inc., Class A (a)	9,964	52,311
Cumulus Media, Inc., Class A (a)	93,867	260,011
DISH Network Corp., Class A	5,900	188,741
		6,144,401
Metals & Mining 0.1%		
African Minerals Ltd. (a)	47,050	188,299
Oil, Gas & Consumable Fuels 0.1%		
African Petroleum Corp. Ltd. (a)	196,300	251,481
Paper & Forest Products 0.3%		
Ainsworth Lumber Co. Ltd. (a)(b)	140,415	307,681
Ainsworth Lumber Co. Ltd. (a)	122,117	267,586
Western Forest Products, Inc. (a)	158,023	171,529
Western Forest Products, Inc. (a)(b)	45,762	49,673
		796,469
Semiconductors & Semiconductor Equipment 0.3%		
NXP Semiconductors NV (a)	5,400	125,928

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Spanion, Inc., Class A (a)	64,237	734,229
SunPower Corp.	271	1,214
		861,371
Software 0.2%		
Bankruptcy Management Solutions, Inc. (a)	501	5
HMH Holdings/EduMedia	20,718	507,588
		507,593
Total Common Stocks 7.9%		22,312,437
	Par (000)	Value
Corporate Bonds		
Aerospace & Defense 0.7%		
Huntington Ingalls Industries, Inc.:		
6.88%, 3/15/18	USD 230	\$ 246,100
7.13%, 3/15/21	330	357,225
Kratos Defense & Security Solutions, Inc.,		
10.00%, 6/01/17	846	900,990
Meccanica Holdings USA, Inc.,		
6.25%, 7/15/19 (b)	435	393,608
		1,897,923
Air Freight & Logistics 0.4%		
National Air Cargo Group, Inc.:		
Series 1 12.38%, 9/02/15	596	606,832
Series 2 12.38%, 8/16/15	603	613,879
		1,220,711
Airlines 1.5%		
American Airlines Pass-Through Trust, Series 2011-2, Class A, 8.63%, 4/15/23	1,087	1,152,151
Continental Airlines, Inc.:		
Series 1997-4, Class B 6.90%, 7/02/18 (c)	278	277,703
Series 2010-1, Class B 6.00%, 7/12/20	444	447,265
Delta Air Lines, Inc.:		
Series 2002-1, Class G-1 6.72%, 7/02/24	611	662,744
Delta Air Lines, Inc.:		
Series 2009-1-B 9.75%, 6/17/18	192	207,396
Series 2010-1, Class B 6.38%, 7/02/17	500	500,000
US Airways Pass Through Trust:		
Series 2011-1, Class C 10.88%, 10/22/14	679	695,867
Series 2012-1, Class C 9.13%, 10/01/15	450	459,000
		4,402,126
Auto Components 2.1%		
Dana Holding Corp., 6.75%, 2/15/21	450	484,875
Delphi Corp., 6.13%, 5/15/21	170	187,000
Icahn Enterprises LP:		
4.00%, 8/15/13 (b)(d)(e)	255	255,000
8.00%, 1/15/18	3,035	3,232,275
IDQ Holdings, Inc., 11.50%, 4/01/17 (b)	380	397,575
International Automotive Components Group SL,		
9.13%, 6/01/18 (b)	40	38,350
Jaguar Land Rover Plc, 8.25%, 3/15/20	GBP 482	807,254
Titan International, Inc., 7.88%, 10/01/17	USD 465	487,088
		5,889,417
Beverages 0.2%		
Crown European Holdings SA:		
7.13%, 8/15/18 (b)	EUR 251	347,279
7.13%, 8/15/18	188	260,113
		607,392
Biotechnology 0.0%		
QHP Royalty Sub LLC, 10.25%, 3/15/15 (b)	USD 54	53,876
Building Products 0.8%		
Building Materials Corp. of America (b):		

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7.00%, 2/15/20	530	573,725
6.75%, 5/01/21	790	863,075
Momentive Performance Materials, Inc., 11.50%, 12/01/16	375	228,750
USG Corp., 9.75%, 1/15/18	610	654,225
		2,319,775

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Corporate High Yield Fund III, Inc. (CYE)**

(Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
Capital Markets 0.8%		
E*Trade Financial Corp.:		
12.50%, 11/30/17 (f)	USD 1,070	\$ 1,221,138
2.25%, 8/31/19 (b)(e)(g)	244	208,620
Series A 2.25%, 8/31/19 (g)	7	5,985
KKR Group Finance Co. LLC, 6.38%, 9/29/20 (b)	650	735,768
		2,171,511
Chemicals 4.1%		
Basell Finance Co. BV, 8.10%, 3/15/27 (b)	420	560,700
Celanese US Holdings LLC, 5.88%, 6/15/21	1,785	1,972,425
Chemtura Corp., 7.88%, 9/01/18	310	334,025
Hexion US Finance Corp.:		
6.63%, 4/15/20	245	247,450
9.00%, 11/15/20	310	265,050
Huntsman International LLC, 8.63%, 3/15/21	170	194,650
INEOS Finance Plc (b):		
8.38%, 2/15/19	890	936,725
7.50%, 5/01/20	440	448,800
INEOS Group Holdings Plc, 8.50%, 2/15/16 (b)	145	136,663
Kinove German Bondco GmbH, 10.00%, 6/15/18	EUR 342	468,883
Kraton Polymers LLC, 6.75%, 3/01/19	USD 125	128,125
LyondellBasell Industries NV, 5.75%, 4/15/24	2,820	3,193,650
Nexeo Solutions LLC, 8.38%, 3/01/18	185	180,838
PolyOne Corp., 7.38%, 9/15/20	215	234,887
TPC Group LLC, 8.25%, 10/01/17	335	367,662
Tronox Finance LLC, 6.38%, 8/15/20 (b)	1,900	1,919,000
		11,589,533
Commercial Banks 0.9%		
CIT Group, Inc.:		
7.00%, 5/02/16 (b)	378	378,713
5.25%, 3/15/18	550	573,375
5.50%, 2/15/19 (b)	530	552,525
5.00%, 8/15/22	580	584,394
6.00%, 4/01/36	550	498,206
		2,587,213
Commercial Services & Supplies 2.0%		
ARAMARK Corp., 8.50%, 2/01/15	360	369,004
ARAMARK Holdings Corp., 8.63%, 5/01/16 (b)(f)	440	450,454
Aviation Capital Group Corp., 6.75%, 4/06/21 (b)	540	554,445
AWAS Aviation Capital Ltd., 7.00%, 10/17/16 (b)	108	113,788
Brickman Group Holdings, Inc., 9.13%, 11/01/18 (b)	25	25,250
Casella Waste Systems, Inc., 7.75%, 2/15/19	470	465,300
Clean Harbors, Inc., 5.25%, 8/01/20 (b)	528	541,860
Covanta Holding Corp., 6.38%, 10/01/22	635	694,291
EC Finance Plc, 9.75%, 8/01/17	EUR 352	458,795
Mead Products LLC/ACCO Brands Corp., 6.75%, 4/30/20 (b)	USD 222	234,765
Mobile Mini, Inc., 7.88%, 12/01/20	365	391,463
RSC Equipment Rental, Inc., 8.25%, 2/01/21	875	958,125
Verisure Holding AB: 8.75%, 9/01/18	EUR 184	231,435

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8.75%, 12/01/18		100	111,315
West Corp., 8.63%, 10/01/18	USD	135	137,025
			5,737,315
Communications Equipment 1.8%			
Avaya, Inc., 9.75%, 11/01/15		780	676,650
Frontier Communications Corp., 6.25%, 1/15/13		900	915,750
Hughes Satellite Systems Corp., 6.50%, 6/15/19		410	439,212
Zayo Group LLC/Zayo Capital, Inc.:			
8.13%, 1/01/20		1,550	1,646,875
10.13%, 7/01/20		1,270	1,362,075
			5,040,562
Corporate Bonds	Par	(000)	Value
Computers & Peripherals 0.1%			
SanDisk Corp., 1.50%, 8/15/17 (e)	USD	220	\$ 243,650
Construction & Engineering 0.2%			
Boart Longyear Management Property Ltd.,			
7.00%, 4/01/21 (b)		200	207,500
H&E Equipment Services, Inc., 7.00%, 9/01/22 (b)		330	342,375
URS Corp., 5.00%, 4/01/22 (b)		75	76,049
			625,924
Construction Materials 1.4%			
HD Supply, Inc. (b):			
8.13%, 4/15/19		1,545	1,676,325
11.00%, 4/15/20		1,475	1,622,500
Xefin Lux SCA:			
8.00%, 6/01/18 (b)	EUR	254	311,494
8.00%, 6/01/18		200	245,271
			3,855,590
Consumer Finance 0.2%			
Credit Acceptance Corp., 9.13%, 2/01/17	USD	445	489,500
Containers & Packaging 1.7%			
Ardagh Packaging Finance Plc:			
7.38%, 10/15/17 (b)	EUR	375	498,796
7.38%, 10/15/17 (b)	USD	200	214,250
7.38%, 10/15/17	EUR	200	266,025
9.13%, 10/15/20 (b)	USD	395	410,800
9.13%, 10/15/20 (b)		205	214,225
9.13%, 10/15/20 (b)		204	212,670
Berry Plastics Corp.:			
4.34%, 9/15/14 (d)		300	295,500
8.25%, 11/15/15		115	121,037
9.75%, 1/15/21		420	465,150
Beverage Packaging Holdings Luxembourg II SA,			
8.00%, 12/15/16	EUR	706	870,247
GCL Holdings SCA, 9.38%, 4/15/18 (b)		267	325,758
Graphic Packaging International, Inc.,			
7.88%, 10/01/18	USD	375	418,125
OI European Group BV, 6.88%, 3/31/17	EUR	155	201,295
Sealed Air Corp., 8.38%, 9/15/21 (b)	USD	185	208,125
Tekni-Plex, Inc., 9.75%, 6/01/19 (b)		180	188,100
			4,910,103
Distributors 0.6%			
VWR Funding, Inc., 7.25%, 9/15/17 (b)(h)		1,619	1,639,238
Diversified Consumer Services 1.5%			
Laureate Education, Inc., 9.25%, 9/01/19 (b)		605	605,000
Service Corp. International, 7.00%, 6/15/17		3,000	3,420,000
ServiceMaster Co., 8.00%, 2/15/20		190	202,588
			4,227,588
Diversified Financial Services 4.4%			

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Aircastle Ltd., 6.75%, 4/15/17	470	507,600
Ally Financial, Inc.:		
7.50%, 12/31/13	280	299,250
8.00%, 11/01/31	3,650	4,316,125
CNG Holdings, Inc., 9.38%, 5/15/20 (b)	300	306,000
DPL, Inc., 7.25%, 10/15/21 (b)	1,175	1,339,500
Gala Group Finance Plc, 8.88%, 9/01/18	GBP 300	444,201
General Motors Financial Co., Inc., 6.75%, 6/01/18	USD 300	332,623
Lehman Brothers Holdings, Inc. (a)(i):		
5.38%, 10/17/12	EUR 150	48,111
4.75%, 1/16/14	760	243,762
1.00%, 2/05/14	1,600	520,226
1.00%, 9/22/18	USD 175	43,094
1.00%, 12/31/49	620	152,675
Leucadia National Corp., 8.13%, 9/15/15	825	930,187

See Notes to Consolidated Financial Statements.

SEMI-ANNUAL REPORT

AUGUST 31, 2012

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Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Corporate High Yield Fund III, Inc. (CYE)**

(Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
Diversified Financial Services (concluded)		
Reynolds Group Issuer, Inc.:		
7.75%, 10/15/16	EUR 209	\$ 271,424
7.13%, 4/15/19	USD 245	263,988
9.75%, 4/15/19	275	279,469
7.88%, 8/15/19	355	394,937
9.88%, 8/15/19	1,045	1,105,087
8.25%, 2/15/21	135	132,638
WMG Acquisition Corp.:		
9.50%, 6/15/16	120	131,100
11.50%, 10/01/18	416	456,560
		12,518,557
Diversified Telecommunication Services 2.3%		
Broadview Networks Holdings, Inc.:		
11.38%, 9/01/12 (a)(i)	1,035	698,625
Consolidated Communications Finance Co.,		
10.88%, 6/01/20 (b)	595	638,137
ITC Deltacom, Inc., 10.50%, 4/01/16	280	301,700
Level 3 Communications, Inc., 8.88%, 6/01/19 (b)	315	321,300
Level 3 Financing, Inc.:		
8.13%, 7/01/19	1,325	1,387,937
7.00%, 6/01/20 (b)	574	571,130
8.63%, 7/15/20	845	904,150
OTE Plc, 5.00%, 8/05/13	EUR 112	122,099
Telenet Finance V Luxembourg SCA:		
6.25%, 8/15/22	150	189,613
6.75%, 8/15/24	367	468,537
Windstream Corp.:		
8.13%, 8/01/13	USD 460	485,300
7.88%, 11/01/17	393	427,388
		6,515,916
Electric Utilities 0.7%		
Mirant Mid Atlantic Pass Through Trust, Series B,		
9.13%, 6/30/17	290	311,742
The Tokyo Electric Power Co., Inc.,		
4.50%, 3/24/14	EUR 1,300	1,627,455
		1,939,197
Electrical Equipment 0.1%		
Belden, Inc., 5.50%, 9/01/22 (b)	USD 370	370,925
Electronic Equipment, Instruments & Components 0.5%		
CDW LLC/CDW Finance Corp., 8.50%, 4/01/19	370	405,150
Jabil Circuit, Inc., 8.25%, 3/15/18	235	282,000
Micron Technology, Inc., 2.38%, 5/01/32 (b)(e)	441	419,501
NXP BV/NXP Funding LLC, 9.75%, 8/01/18 (b)	200	228,500
		1,335,151
Energy Equipment & Services 3.4%		
Atwood Oceanics, Inc., 6.50%, 2/01/20	140	149,450
Calfrac Holdings LP, 7.50%, 12/01/20 (b)	395	387,100
Compagnie Générale de Géophysique, Veritas:		
7.75%, 5/15/17	250	261,250

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6.50%, 6/01/21	1,255	1,306,769
Forbes Energy Services Ltd., 9.00%, 6/15/19	365	354,050
FTS International Services LLC/ FTS International Bonds Inc., 8.13%, 11/15/18 (b)	1,755	1,812,037
Gulfmark Offshore, Inc., 6.38%, 3/15/22 (b)	155	158,100
Hornbeck Offshore Services, Inc., 5.88%, 4/01/20	315	321,300
Key Energy Services, Inc., 6.75%, 3/01/21	450	457,875
MEG Energy Corp. (b):		
6.50%, 3/15/21	1,205	1,268,263
6.38%, 1/30/23	450	469,125
Oil States International, Inc., 6.50%, 6/01/19	320	340,000
Peabody Energy Corp.:		
6.25%, 11/15/21 (b)	1,405	1,429,587
7.88%, 11/01/26	375	400,313
	Par	
Corporate Bonds	(000)	Value
Energy Equipment & Services (concluded)		
Precision Drilling Corp.:		
6.63%, 11/15/20	USD 75	\$ 78,750
6.50%, 12/15/21	295	309,750
		9,503,719
Food & Staples Retailing 0.2%		
Bakkavor Finance 2 Plc, 8.25%, 2/15/18	GBP 100	139,731
Rite Aid Corp., 9.25%, 3/15/20	USD 375	385,312
		525,043
Food Products 0.4%		
Darling International, Inc., 8.50%, 12/15/18	115	130,237
Del Monte Corp., 7.63%, 2/15/19	61	60,924
Post Holdings, Inc., 7.38%, 2/15/22 (b)	385	405,694
Smithfield Foods, Inc., 6.63%, 8/15/22	588	601,965
		1,198,820
Health Care Equipment & Supplies 1.5%		
Biomet, Inc.:		
10.00%, 10/15/17	195	206,335
6.50%, 8/01/20 (b)	708	734,550
DJO Finance LLC:		
10.88%, 11/15/14	519	541,706
8.75%, 3/15/18 (b)	450	478,125
7.75%, 4/15/18	100	91,500
Fresenius Medical Care US Finance, Inc.,		
6.50%, 9/15/18 (b)	208	233,220
Fresenius Medical Care US Finance II, Inc.,		
5.88%, 1/31/22 (b)	650	690,625
Fresenius US Finance II, Inc., 9.00%, 7/15/15 (b)	540	621,675
Kinetic Concepts, Inc./KCI USA, Inc.,		
12.50%, 11/01/19 (b)	280	254,100
Teleflex, Inc., 6.88%, 6/01/19	295	315,650
		4,167,486
Health Care Providers & Services 7.3%		
Aviv Healthcare Properties LP, 7.75%, 2/15/19	570	592,800
CHS/Community Health Systems, Inc.:		
5.13%, 8/15/18	785	809,531
7.13%, 7/15/20	456	477,660
ConvaTec Healthcare E SA, 7.38%, 12/15/17 (b)	EUR 494	664,848
Crown Newco 3 Plc, 7.00%, 2/15/18 (b)	GBP 364	582,313
DaVita, Inc., 5.75%, 8/15/22	USD 928	965,120
HCA, Inc.:		
8.50%, 4/15/19	135	152,213
6.50%, 2/15/20	2,355	2,587,556
7.88%, 2/15/20	95	106,044
7.25%, 9/15/20	2,600	2,881,125
5.88%, 3/15/22	275	292,531
Hologic, Inc., 6.25%, 8/01/20 (b)	1,597	1,690,824
IASIS Healthcare LLC, 8.38%, 5/15/19	1,538	1,466,867

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INC Research LLC, 11.50%, 7/15/19 (b)	410	401,800
inVentiv Health, Inc., 10.00%, 8/15/18 (b)	135	113,738
Omnicare, Inc., 7.75%, 6/01/20	1,005	1,108,012
PSS World Medical, Inc., 6.38%, 3/01/22	334	353,205
Symbion, Inc., 8.00%, 6/15/16	345	348,666
Tenet Healthcare Corp.:		
10.00%, 5/01/18	839	964,850
6.25%, 11/01/18	330	358,256
8.88%, 7/01/19	2,624	2,984,800
United Surgical Partners International, Inc.,		
9.00%, 4/01/20 (b)	290	311,388
Vanguard Health Holding Co. II LLC, 7.75%,		
2/01/19 (b)	465	484,762
		20,698,909

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund III, Inc. (CYE)

(Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
Health Care Technology 1.0%		
IMS Health, Inc., 12.50%, 3/01/18 (b)	USD 2,405	\$ 2,825,875
Hotels, Restaurants & Leisure 4.5%		
Affinity Gaming LLC/Affinity Gaming Finance Corp., 9.00%, 5/15/18 (b)	290	295,075
Caesars Entertainment Operating Co., Inc.:		
11.25%, 6/01/17	1,360	1,465,400
10.00%, 12/15/18	2,684	1,690,920
8.50%, 2/15/20 (b)	305	300,806
Caesars Operating Escrow LLC, 9.00%, 2/15/20 (b)	1,673	1,664,635
Carlson Wagonlit BV, 6.88%, 6/15/19 (b)	325	338,000
Cirsa Funding Luxembourg SA, 8.75%, 5/15/18	EUR 211	232,885
Diamond Resorts Corp., 12.00%, 8/15/18	USD 1,190	1,265,862
El Dorado Resorts LLC, 8.63%, 6/15/19 (b)	140	136,500
Enterprise Inns Plc, 6.50%, 12/06/18	GBP 324	445,011
Gategroup Finance Luxembourg SA, 6.75%, 3/01/19	EUR 265	340,817
Little Traverse Bay Bands of Odawa Indians, 9.00%, 8/31/20 (b)	USD 300	273,000
MGM Resorts International:		
10.38%, 5/15/14	190	215,650
4.25%, 4/15/15 (e)	1,080	1,090,800
11.13%, 11/15/17	1,400	1,557,500
MTR Gaming Group, Inc., 11.50%, 8/01/19 (f)	151	154,896
Travelport LLC:		
5.09%, 9/01/14 (d)	180	127,800
9.88%, 9/01/14	40	31,800
9.00%, 3/01/16	120	85,200
6.46%, 12/01/16 (b)(f)	419	323,781
Tropicana Entertainment LLC, 9.63%, 12/15/14 (a)(i)	305	
Wynn Las Vegas LLC, 5.38%, 3/15/22 (b)	620	633,950
		12,670,288
Household Durables 1.7%		
Beazer Homes USA, Inc., 6.63%, 4/15/18 (b)	50	51,125
Jarden Corp., 7.50%, 1/15/20	EUR 305	413,360
Libbey Glass, Inc., 6.88%, 5/15/20 (b)	USD 610	650,413
Pulte Group, Inc., 6.38%, 5/15/33	190	165,300
Ryland Group, Inc., 6.63%, 5/01/20	340	358,700
Spie BondCo 3 SCA, 11.00%, 8/15/19	EUR 303	386,830
Standard Pacific Corp.:		
10.75%, 9/15/16	USD 1,390	1,678,425
8.38%, 1/15/21	1,055	1,176,325
		4,880,478
Household Products 0.6%		
Ontex IV SA:		
7.50%, 4/15/18	EUR 104	132,773
7.50%, 4/15/18 (b)	150	191,500
9.00%, 4/15/19	213	246,478
Spectrum Brands Holdings, Inc.:		
9.50%, 6/15/18	USD 360	410,850
9.50%, 6/15/18 (b)	590	673,338
		1,654,939

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Independent Power Producers & Energy Traders 3.1%			
The AES Corp., 7.38%, 7/01/21	275		314,875
Calpine Corp. (b):			
7.25%, 10/15/17	180		192,600
7.50%, 2/15/21	100		111,000
7.88%, 1/15/23	445		502,850
Energy Future Holdings Corp., 10.00%, 1/15/20	1,920		2,116,800
Energy Future Intermediate Holding Co. LLC:			
6.88%, 8/15/17 (b)	305		311,481
10.00%, 12/01/20	2,691		3,020,648
	Par		
	(000)		Value
Corporate Bonds			
Independent Power Producers & Energy Traders (concluded)			
11.75%, 3/01/22 (b)	USD 588		\$ 626,220
GenOn REMA LLC, 9.24%, 7/02/17	242		259,665
Laredo Petroleum, Inc.:			
9.50%, 2/15/19	485		550,475
7.38%, 5/01/22	370		397,750
QEP Resources, Inc., 5.38%, 10/01/22	333		341,325
			8,745,689
Industrial Conglomerates 2.3%			
Sequa Corp. (b):			
11.75%, 12/01/15	2,340		2,457,000
13.50%, 12/01/15	3,954		4,191,252
			6,648,252
Insurance 1.0%			
Alliant Holdings I, Inc., 11.00%, 5/01/15 (b)	1,700		1,757,375
CNO Financial Group, Inc., 9.00%, 1/15/18 (b)	367		401,406
Genworth Financial, Inc., 7.63%, 9/24/21	430		439,374
MPL 2 Acquisition Canco, Inc., 9.88%, 8/15/18 (b)	260		232,700
			2,830,855
IT Services 3.1%			
Ceridian Corp., 8.88%, 7/15/19 (b)	1,480		1,587,300
Epicor Software Corp., 8.63%, 5/01/19	570		587,100
First Data Corp.:			
7.38%, 6/15/19 (b)	1,580		1,631,350
8.88%, 8/15/20 (b)	535		583,150
6.75%, 11/01/20 (b)	895		888,288
8.25%, 1/15/21 (b)	620		614,575
12.63%, 1/15/21	1,699		1,720,237
SunGard Data Systems, Inc.:			
7.38%, 11/15/18	550		584,375
7.63%, 11/15/20	600		643,500
			8,839,875
Machinery 1.2%			
SPX Corp., 6.88%, 9/01/17	175		194,250
UR Merger Sub Corp. (b):			
5.75%, 7/15/18	257		271,778
7.38%, 5/15/20	440		466,400
7.63%, 4/15/22	2,157		2,329,560
			3,261,988
Media 12.7%			
Affinion Group, Inc., 7.88%, 12/15/18	815		582,725
AMC Networks, Inc., 7.75%, 7/15/21	225		254,813
CCO Holdings LLC:			
6.50%, 4/30/21	498		534,105
5.25%, 9/30/22	990		980,100
Cengage Learning Acquisitions, Inc.,			
11.50%, 4/15/20 (b)	1,065		1,120,912
Checkout Holding Corp., 16.00%, 11/15/15 (b)(g)	670		408,700

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Cinemark USA, Inc., 8.63%, 6/15/19	220	246,400
Clear Channel Communications, Inc., 9.00%, 3/01/21	449	385,018
Clear Channel Worldwide Holdings, Inc.:		
Series A, 9.25%, 12/15/17	1,495	1,618,337
Series B, 9.25%, 12/15/17	5,202	5,650,672
Series B, 7.63%, 3/15/20	1,624	1,575,280
Cox Enterprises, Inc. (b):		
Loan Close 2, 12.00%, 8/15/18	688	688,495
Loan Close 3, 12.00%, 8/15/18	786	787,146
Shares Loan, 12.00%, 8/15/18	811	811,824
CSC Holdings LLC, 8.50%, 4/15/14	390	428,513
DISH DBS Corp., 5.88%, 7/15/22 (b)	1,150	1,158,625

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Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Corporate High Yield Fund III, Inc. (CYE)**

(Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
Media (concluded)		
Harron Communications LP, 9.13%, 4/01/20 (b)	USD 320	\$ 346,400
Intelsat Jackson Holdings SA: 11.25%, 6/15/16	883	929,357
7.25%, 10/15/20 (b)	820	883,550
Intelsat Luxembourg SA: 11.25%, 2/04/17	620	651,000
11.50%, 2/04/17 (f)	1,200	1,260,000
Interactive Data Corp., 10.25%, 8/01/18	1,345	1,516,487
The Interpublic Group of Cos., Inc., 10.00%, 7/15/17	340	379,950
Kabel Deutschland Vertrieb und Service GmbH & Co. KG, 6.50%, 6/29/18 (b)	EUR 345	467,571
Lamar Media Corp., 5.88%, 2/01/22	USD 140	148,400
Live Nation Entertainment, Inc., 8.13%, 5/15/18 (b)	735	786,450
NAI Entertainment Holdings LLC, 8.25%, 12/15/17 (b)	558	622,170
Nielsen Finance LLC: 11.63%, 2/01/14	117	132,795
7.75%, 10/15/18	2,145	2,413,125
Odeon & UCI Finco Plc, 9.00%, 8/01/18 (b)	GBP 207	326,220
ProQuest LLC, 9.00%, 10/15/18 (b)	USD 500	458,750
ProtoStar I Ltd., 18.00%, 10/15/12 (a)(b)(e)(i)	850	425
Truven Health Analytics, Inc., 10.63%, 6/01/20 (b)	510	544,425
Unitymedia GmbH: 9.63%, 12/01/19 (b)	EUR 570	805,668
9.63%, 12/01/19	168	237,460
9.50%, 3/15/21	320	459,349
Unitymedia Hessen GmbH & Co. KG: 8.13%, 12/01/17 (b)	USD 956	1,034,870
8.13%, 12/01/17 (b)	EUR 135	183,175
7.50%, 3/15/19	794	1,093,569
UPC Holding BV, 9.88%, 4/15/18 (b)	USD 400	449,000
UPCB Finance II Ltd.: 6.38%, 7/01/20 (b)	EUR 822	1,080,438
6.38%, 7/01/20	300	394,320
WaveDivision Escrow LLC/WaveDivision Escrow Corp., 8.13%, 9/01/20 (b)	USD 300	309,000
Ziggo Bond Co. BV, 8.00%, 5/15/18 (b)	EUR 388	535,609
Ziggo Finance BV, 6.13%, 11/15/17 (b)	74	99,360
		35,780,558
Metals & Mining 3.8%		
Eco-Bat Finance Plc, 7.75%, 2/15/17	460	584,374
FMG Resources August 2006 Property Ltd. (b): 6.88%, 2/01/18	USD 360	342,900
6.88%, 4/01/22	190	174,800
Global Brass and Copper, Inc., 9.50%, 6/01/19 (b)	300	315,750
Goldcorp, Inc., 2.00%, 8/01/14 (e)	1,060	1,221,650
Kaiser Aluminum Corp., 8.25%, 6/01/20 (b)	225	238,500
New Gold, Inc., 7.00%, 4/15/20 (b)	150	157,875
New World Resources NV, 7.88%, 5/01/18	EUR 655	819,740
Newmont Mining Corp., Series A, 1.25%, 7/15/14 (e)	USD 1,475	1,875,094
Novelis, Inc., 8.75%, 12/15/20	3,315	3,704,512
Schmolz + Bickenbach Luxembourg SA, 9.88%, 5/15/19	EUR 315	319,937
Steel Dynamics, Inc., 6.38%, 8/15/22 (b)	USD 245	253,575
Taseko Mines Ltd., 7.75%, 4/15/19	420	400,050

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Vedanta Resources Plc, 8.25%, 6/07/21 (b)	270	257,850
		10,666,607
Multiline Retail 0.3%		
Dollar General Corp., 4.13%, 7/15/17	792	823,680
	Par	
	(000)	Value
Oil, Gas & Consumable Fuels 10.7%		
Access Midstream Partners LP, 6.13%, 7/15/22	USD 275	\$ 285,313
Alpha Appalachia Holdings, Inc., 3.25%, 8/01/15 (e)	803	720,692
Alpha Natural Resources, Inc.: 6.00%, 6/01/19	315	283,500
6.25%, 6/01/21	255	228,225
Aurora USA Oil & Gas, Inc., 9.88%, 2/15/17 (b)	680	710,600
Berry Petroleum Co., 6.38%, 9/15/22	410	436,650
BreitBurn Energy Partners LP, 7.88%, 4/15/22 (b)	255	260,100
CCS, Inc., 11.00%, 11/15/15 (b)	570	589,950
Chaparral Energy, Inc., 7.63%, 11/15/22 (b)	220	232,650
Chesapeake Energy Corp.: 7.25%, 12/15/18	15	15,713
6.63%, 8/15/20	180	184,950
6.88%, 11/15/20	175	181,563
6.13%, 2/15/21	595	590,537
Coffeyville Resources LLC, 9.00%, 4/01/15 (b)	116	123,540
Concho Resources, Inc.: 7.00%, 1/15/21	160	178,400
6.50%, 1/15/22	110	118,800
5.50%, 10/01/22	475	490,437
Consol Energy, Inc., 8.25%, 4/01/20	1,765	1,901,787
Continental Resources, Inc., 7.13%, 4/01/21	370	414,400
Copano Energy LLC, 7.13%, 4/01/21	300	313,500
Crosstex Energy LP: 8.88%, 2/15/18	180	192,150
7.13%, 6/01/22 (b)	150	149,250
Crown Oil Partners IV LP, 15.00%, 3/07/15	597	596,620
Denbury Resources, Inc., 8.25%, 2/15/20	47	53,345
Energy XXI Gulf Coast, Inc.: 9.25%, 12/15/17	555	618,825
7.75%, 6/15/19	900	956,250
EP Energy LLC/EP Energy Finance, Inc., 6.88%, 5/01/19 (b)	345	370,012
EP Energy LLC/Everest Acquisition Finance, Inc., 7.75%, 9/01/22 (b)	215	215,538
EV Energy Partners LP, 8.00%, 4/15/19	150	154,875
Hilcorp Energy I LP, 7.63%, 4/15/21 (b)	745	819,500
Holly Energy Partners LP, 6.50%, 3/01/20 (b)	155	161,975
Kodiak Oil & Gas Corp., 8.13%, 12/01/19 (b)	350	371,875
Linn Energy LLC: 6.50%, 5/15/19 (b)	95	94,525
6.25%, 11/01/19 (b)	2,045	2,019,437
8.63%, 4/15/20	225	243,000
7.75%, 2/01/21	200	208,500
MarkWest Energy Partners LP: 6.25%, 6/15/22	80	85,000
5.50%, 2/15/23	225	230,063
Newfield Exploration Co., 6.88%, 2/01/20	780	852,150
Northern Oil and Gas, Inc., 8.00%, 6/01/20 (b)	310	316,200
Oasis Petroleum, Inc.: 7.25%, 2/01/19	265	279,575
6.50%, 11/01/21	290	295,800
Offshore Group Investments Ltd.: 11.50%, 8/01/15 (b)	1,330	1,469,650
11.50%, 8/01/15	325	359,125
OGX Petroleo e Gas Participacoes SA (b): 8.50%, 6/01/18	1,997	1,772,337
8.38%, 4/01/22	500	425,000
PBF Holding Co. LLC, 8.25%, 2/15/20 (b)	295	308,275
PetroBakken Energy Ltd., 8.63%, 2/01/20 (b)	1,195	1,221,887
Petroleum Geo-Services ASA, 7.38%, 12/15/18 (b)	575	613,812

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Pioneer Natural Resources Co.:

6.88%, 5/01/18	460	556,922
7.50%, 1/15/20	145	181,347

Range Resources Corp.:

8.00%, 5/15/19	345	381,225
5.75%, 6/01/21	985	1,047,794
5.00%, 8/15/22	435	452,944

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund III, Inc. (CYE)

(Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
Oil, Gas & Consumable Fuels (concluded)		
Sabine Pass Liquefied Natural Gas LP, 7.50%, 11/30/16	USD 610	\$ 652,700
Samson Investment Co., 9.75%, 2/15/20 (b)	83	85,490
SandRidge Energy, Inc.:		
7.50%, 3/15/21	250	253,125
7.50%, 3/15/21 (b)	690	698,625
8.13%, 10/15/22 (b)	255	266,475
7.50%, 2/15/23 (b)	545	547,725
SESI LLC:		
6.38%, 5/01/19	325	344,500
7.13%, 12/15/21	235	261,438
SM Energy Co.:		
6.63%, 2/15/19	130	135,850
6.50%, 11/15/21	265	276,925
6.50%, 1/01/23 (b)	125	130,313
Vanguard Natural Resources, 7.88%, 4/01/20	270	270,000
		30,259,256
Paper & Forest Products 1.6%		
Ainsworth Lumber Co. Ltd., 11.00%, 7/29/15 (b)(f)	1,252	1,139,184
Boise Paper Holdings LLC:		
9.00%, 11/01/17	60	66,450
8.00%, 4/01/20	125	138,125
Clearwater Paper Corp.:		
10.63%, 6/15/16	390	435,825
7.13%, 11/01/18	585	639,113
Longview Fibre Paper & Packaging, Inc.,		
8.00%, 6/01/16 (b)	345	357,075
NewPage Corp., 11.38%, 12/31/14 (a)(i)	2,070	1,402,425
Sappi Papier Holding GmbH (b):		
8.38%, 6/15/19	200	210,500
6.63%, 4/15/21	140	129,500
		4,518,197
Pharmaceuticals 1.0%		
Capsugel Finance Co. SCA:		
9.88%, 8/01/19	EUR 100	140,559
9.88%, 8/01/19 (b)	200	281,118
Pharmaceutical Product Development, Inc.,		
9.50%, 12/01/19 (b)	USD 185	206,275
Spectrum Brands, Inc., 6.75%, 3/15/20 (b)	260	273,000
Valeant Pharmaceuticals International (b):		
6.50%, 7/15/16	1,245	1,313,475
6.75%, 8/15/21	570	578,550
		2,792,977
Professional Services 0.3%		
FTI Consulting, Inc., 6.75%, 10/01/20	920	982,100
Real Estate Investment Trusts (REITs) 0.7%		
Felcor Lodging LP, 6.75%, 6/01/19	1,215	1,303,088
The Rouse Co. LP, 6.75%, 11/09/15	520	547,950
		1,851,038
Real Estate Management & Development 2.3%		

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CBRE Services, Inc., 6.63%, 10/15/20	335	365,987
Crescent Resources LLC/Crescent Ventures, Inc., 10.25%, 8/15/17 (b)	710	727,750
Forest City Enterprises, Inc., 7.63%, 6/01/15	426	423,604
IVG Immobilien AG, 8.00% (j)	EUR 200	114,208
Realogy Corp.:		
11.50%, 4/15/17	USD 400	425,000
12.00%, 4/15/17	100	104,750
7.88%, 2/15/19 (b)	2,065	2,126,950
7.63%, 1/15/20 (b)	505	550,450
9.00%, 1/15/20 (b)	335	361,800
Shea Homes LP, 8.63%, 5/15/19	1,250	1,390,625
		6,591,124
Corporate Bonds	Par (000)	Value
Road & Rail 1.3%		
Florida East Coast Railway Corp., 8.13%, 2/01/17	USD 410	\$ 430,500
The Hertz Corp.:		
7.50%, 10/15/18	550	593,312
6.75%, 4/15/19 (b)	290	304,500
7.38%, 1/15/21	415	451,313
Hertz Holdings Netherlands BV:		
8.50%, 7/31/15	EUR 188	256,566
8.50%, 7/31/15 (b)	1,115	1,521,655
		3,557,846
Semiconductors & Semiconductor Equipment 0.2%		
Spansion LLC, 7.88%, 11/15/17	USD 580	565,500
Software 1.3%		
Audatex North America, Inc., 6.75%, 6/15/18 (b)	530	568,425
Infor US, Inc., 9.38%, 4/01/19 (b)	1,650	1,786,125
Nuance Communications, Inc., 5.38%, 8/15/20 (b)	885	904,913
Sophia LP, 9.75%, 1/15/19 (b)	442	475,150
		3,734,613
Specialty Retail 2.8%		
Asbury Automotive Group, Inc., 8.38%, 11/15/20	365	403,325
Claire s Stores, Inc., 9.00%, 3/15/19 (b)	490	508,375
House of Fraser Funding Plc:		
8.88%, 8/15/18 (b)	GBP 285	402,193
8.88%, 8/15/18	221	311,876
Limited Brands, Inc.:		
8.50%, 6/15/19	USD 785	942,000
5.63%, 2/15/22	160	168,400
Party City Holdings, Inc., 8.88%, 8/01/20 (b)	793	838,597
Penske Automotive Group, Inc., 5.75%, 10/01/22 (b)	540	550,800
Phones4u Finance Plc, 9.50%, 4/01/18 (b)	GBP 400	612,910
QVC, Inc. (b):		
7.13%, 4/15/17	USD 230	243,276
7.50%, 10/01/19	625	692,509
7.38%, 10/15/20	290	323,138
5.13%, 7/02/22	429	449,653
Sally Holdings LLC:		
6.88%, 11/15/19	545	609,038
5.75%, 6/01/22	435	468,169
Sonic Automotive, Inc., 9.00%, 3/15/18	370	404,225
		7,928,484
Textiles, Apparel & Luxury Goods 0.2%		
Levi Strauss & Co., 6.88%, 5/01/22	440	456,500
Trading Companies & Distributors 0.6%		
Ashtead Capital, Inc., 6.50%, 7/15/22 (b)	490	509,600
Doric Nimrod Air Finance Alpha Ltd. (b):		
Series 2012-1, Class A, 5.13%, 11/30/24	635	644,525
Series 2012-1, Class B, 6.50%, 5/30/21	575	581,797

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		1,735,922
Transportation Infrastructure	0.2%	
Aguila 3 SA, 7.88%, 1/31/18 (b)	431	454,166
Wireless Telecommunication Services	4.0%	
Cricket Communications, Inc.:		
7.75%, 5/15/16	110	116,050
7.75%, 10/15/20	215	208,550
Digicel Group Ltd. (b):		
9.13%, 1/15/15	1,783	1,800,830
8.25%, 9/01/17	1,180	1,250,800
10.50%, 4/15/18	1,020	1,101,600
Matterhorn Mobile Holdings SA, 8.25%, 2/15/20	EUR 195	265,506
MetroPCS Wireless, Inc., 6.63%, 11/15/20	USD 760	786,600
NII Capital Corp., 7.63%, 4/01/21	341	263,422
SBA Telecommunications, Inc., 5.75%, 7/15/20 (b)	286	298,870

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BlackRock Corporate High Yield Fund III, Inc. (C YE)

(Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
Wireless Telecommunication Services (concluded)		
Sprint Capital Corp., 6.88%, 11/15/28	USD 1,827	\$ 1,653,435
Sprint Nextel Corp. (b):		
9.00%, 11/15/18	1,780	2,100,400
7.00%, 3/01/20	1,330	1,456,350
		11,302,413
Total Corporate Bonds 104.3%		294,641,890
Floating Rate Loan Interests (d)		
Airlines 0.1%		
Delta Air Lines, Inc., Credit, Term Loan B,		
5.50%, 4/20/17	396	398,797
Auto Components 0.5%		
Federal-Mogul Corp., Term Loan B,		
2.17% 2.18%, 12/29/14	945	901,873
Schaeffler AG, Term Loan C2, 6.00%, 1/27/17	395	396,153
		1,298,026
Building Products 0.2%		
Goodman Global, Inc., Term Loan (Second Lien),		
9.00%, 10/30/17	398	402,949
Capital Markets 0.7%		
American Capital Holdings, Term Loan,		
5.50%, 7/19/16	816	819,060
Nuveen Investments, Inc.:		
Incremental Term Loan, 7.25%, 5/13/17	655	657,947
Second Lien Term Loan, 8.25%, 2/28/19	415	417,594
		1,894,601
Chemicals 0.7%		
Evergreen Acqco 1 LP, Term Loan B,		
6.25%, 7/09/19	170	171,595
INEOS US Finance LLC, 6 Year Term Loan,		
6.50%, 5/04/18	1,147	1,148,800
PQ Corp., Term Loan B, 3.98%, 7/30/14	290	284,529
Styron Sarl LLC, Term Loan B, 8.00%, 8/02/17	393	365,804
		1,970,728
Commercial Services & Supplies 0.7%		
AWAS Finance Luxembourg Sarl, Term Loan B,		
5.25%, 6/10/16	465	465,004
Delos Aircraft, Inc., Term Loan B2, 4.75%, 4/12/16	550	555,500
Volume Services America, Inc., Term Loan B,		
10.50% 10.75%, 9/16/16	983	982,500
		2,003,004
Communications Equipment 0.8%		
Avaya, Inc., Term Loan B1, 3.18%, 10/24/14	254	243,513
Zayo Group, LLC, Term Loan B, 7.13%, 7/02/19	2,075	2,105,482
		2,348,995

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Construction & Engineering 0.7%			
Safway Services LLC, Mezzanine Loan, 15.63%, 12/16/17	2,000		2,000,000
Construction Materials 0.4%			
HD Supply, Inc., Senior Debt B, 7.25%, 10/12/17	1,115		1,139,162
Consumer Finance 1.7%			
Springleaf Financial Funding Co., Term Loan, 5.50%, 5/10/17	5,085		4,910,839
Diversified Consumer Services 0.1%			
Laureate Education, Inc., Extended Term Loan, 5.25%, 6/18/18	144		140,723
	Par		
	(000)		Value
Floating Rate Loan Interests (d)			
Diversified Consumer Services (concluded)			
ServiceMaster Co.:			
Delayed Draw Term Loan, 2.74%, 7/24/14	USD	8	\$ 8,426
Term Loan, 2.75% 2.97%, 7/24/14		85	84,608
			233,757
Diversified Financial Services 0.5%			
Residential Capital LLC:			
DIP Term Loan A1, 5.00%, 11/18/13		1,255	1,258,137
DIP Term Loan A2, 6.75%, 11/18/13		185	187,159
			1,445,296
Diversified Telecommunication Services 0.5%			
Level 3 Financing, Inc.:			
2016 Term Loan B, 4.75%, 2/01/16		330	330,660
2019 Term Loan B, 5.25%, 8/01/19		270	270,394
Term Loan B3, 5.75%, 8/31/18		850	852,244
			1,453,298
Electronic Equipment, Instruments & Components 0.1%			
CDW LLC, Extended Term Loan, 4.00%, 7/14/17		276	272,290
Energy Equipment & Services 2.2%			
Dynegy Midwest Generation LLC, Coal Co. Term Loan, 9.25%, 8/04/16		1,981	2,055,246
Dynegy Power LLC, Gas Co. Term Loan, 9.25%, 8/04/16		3,626	3,795,937
Tervita Corp., Incremental Term Loan, 6.50%, 10/17/14		274	273,398
			6,124,581
Food & Staples Retailing 0.0%			
US Foods, Inc. (FKA U.S. Foodservice, Inc.), Extended Term Loan B, 5.75%, 3/31/17		74	71,704
Food Products 0.3%			
Advance Pierre Foods, Term Loan (Second Lien), 11.25%, 9/29/17		900	905,400
Health Care Equipment & Supplies 0.5%			
Bausch & Lomb, Inc., Term Loan B, 5.25%, 5/17/19		475	476,582
Hupah Finance, Inc., Term Loan B, 6.25%, 1/21/19		763	765,949
LHP Hospital Group, Inc., Term Loan, 9.00%, 7/03/18		285	287,137
			1,529,668
Health Care Providers & Services 0.5%			
Harden Healthcare LLC:			
Add on Term Loan A, 7.75%, 3/02/15		387	375,509
Term Loan A, 8.50%, 3/02/15		367	360,007
InVentiv Health, Inc., Combined Term Loan, 6.50%, 8/04/16		683	635,995
			1,371,511
Hotels, Restaurants & Leisure 1.2%			
Caesars Entertainment Operating Co., Inc.:			
Extended Term Loan B6, 5.49%, 1/26/18		200	175,812
Incremental Term Loan B4, 9.50%, 10/31/16		483	492,041
Term Loan B1, 3.24%, 1/28/15		411	389,885
Term Loan B2, 3.24%, 1/28/15		444	421,185
Term Loan B3, 3.24% 3.46%, 1/28/15		965	915,341

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OSI Restaurant Partners LLC:

Revolver, 2.49% 4.50%, 6/14/13	9	9,354
Term Loan B, 2.56%, 6/14/14	95	94,275
Sabre, Inc., Non Extended Initial Term Loan, 2.23%, 9/30/14	64	62,961
Station Casinos, Inc., Term Loan B1, 3.23%, 6/17/16	868	824,651
Travelport LLC:		
Extended Tranche A Term Loan, 6.44%, 9/28/12	193	57,871
Extended Tranche B Term Loan, 13.94%, 12/01/16	622	49,753

3,493,129

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Corporate High Yield Fund III, Inc. (CYE)**

(Percentages shown are based on Net Assets)

	Par (000)	Value
Floating Rate Loan Interests (d)		
Industrial Conglomerates 0.1%		
Sequa Corp.:		
Incremental Term Loan, 6.25%, 12/03/14	USD 178	\$ 178,898
Term Loan, 3.69% 3.72%, 12/03/14	155	153,935
		332,833
IT Services 0.3%		
Ceridian Corp., Extended Term Loan, 5.99%, 5/09/17	68	68,258
First Data Corp., 2018 Term Loan B, 4.24%, 3/23/18	785	741,174
		809,432
Leisure Equipment & Products 0.2%		
Eastman Kodak Co., DIP Term Loan B, 8.50%, 7/19/13	653	646,881
Machinery 0.5%		
Navistar International Corp., Term Loan B, 7.00%, 8/17/17	676	678,879
Rexnord Corp., Term Loan B, 5.00%, 4/02/18	592	594,352
		1,273,231
Media 4.8%		
Affinion Group, Inc., Term Loan B, 5.00%, 7/15/15	40	33,595
Cengage Learning Acquisitions, Inc.:		
Non-Extended Term Loan, 2.49%, 7/03/14	323	297,642
Tranche 1 Incremental, Term Loan, 7.50%, 7/03/14	1,676	1,617,000
Cequel Communications LLC, Term Loan B, 4.00%, 2/14/19	474	472,827
Clear Channel Communications, Inc.:		
Term Loan B, 3.88%, 1/28/16	1,936	1,499,459
Term Loan C, 3.88%, 1/28/16	385	292,430
EMI Music Publishing Ltd., Term Loan B, 5.50%, 6/29/18	435	437,936
Intelsat Jackson Holdings SA, Tranche B Term Loan, 5.25%, 4/02/18	6,364	6,385,066
Interactive Data Corp., Term Loan B, 4.50%, 2/12/18	409	409,564
Newsday LLC, Fixed Rate Term Loan, 10.50%, 8/01/13	1,325	1,332,182
Thomson Reuters (Healthcare), Inc., Term Loan B, 6.75%, 6/06/19	375	377,655
Univision Communications, Inc., Extended Term Loan, 4.48%, 3/31/17	301	291,182
		13,446,538
Metals & Mining 0.2%		
Constellium Holding Co. BV, Term Loan B, 9.25%, 5/25/18	430	421,400
Oil, Gas & Consumable Fuels 0.8%		
Chesapeake Energy Corp., Unsecured Term Loan, 8.50%, 12/01/17	1,200	1,202,580
Obsidian Natural Gas Trust, Term Loan, 7.00%, 11/02/15	1,003	1,003,160
		2,205,740
Paper & Forest Products 0.6%		
Ainsworth Lumber Co. Ltd., Term Loan, 5.25%, 6/26/14	390	377,325

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NewPage Corp., DIP Term Loan, 8.00%, 3/07/13	600	605,628
Verso Paper Finance Holdings LLC, Term Loan, 6.49% 7.24%, 2/01/13	1,535	767,555
		1,750,508
Pharmaceuticals 0.5%		
Aptalis Pharma, Inc., Term Loan B, 5.50%, 2/10/17	985	981,306
Pharmaceutical Product Development, Inc., Term Loan B, 6.25%, 12/05/18	313	316,621
		1,297,927
Floating Rate Loan Interests (d)	Par (000)	Value
Real Estate Investment Trusts (REITs) 0.4%		
iStar Financial, Inc.:		
Term Loan A1, 5.00%, 6/28/13	USD 1,080	\$ 1,080,900
Term Loan A2, 7.00%, 6/30/14	5	5,005
		1,085,905
Real Estate Management & Development 0.4%		
Realogy Corp.:		
Extended Letter of Credit Loan, 4.50%, 10/10/16	111	107,609
Extended Term Loan, 4.49%, 10/10/16	737	711,002
Stockbridge SBE Holdings LLC, Term Loan B, 13.00%, 5/02/17	185	184,075
		1,002,686
Semiconductors & Semiconductor Equipment 0.0%		
NXP BV, Term Loan A-2, 5.50%, 3/03/17	70	70,477
Software 0.4%		
Infor US, Inc. (FKA Lawson Software, Inc.), Term Loan B, 6.25%, 4/05/18	1,232	1,244,577
Specialty Retail 0.1%		
Claire's Stores, Inc., Term Loan B, 2.98% 3.20%, 5/29/14	387	380,054
Textiles, Apparel & Luxury Goods 0.4%		
Ascend Performance Materials LLC, Term Loan B, 6.75%, 4/10/18	1,137	1,126,722
Wireless Telecommunication Services 1.2%		
Crown Castle International Corp., Term Loan B, 4.00%, 1/31/19	49	49,414
Vodafone Americas Finance 2, Inc. (f):		
Term Loan, 6.88%, 8/11/15	1,938	2,015,700
Term Loan B, 6.25%, 7/11/16	1,341	1,367,437
		3,432,551
Total Floating Rate Loan Interests 23.3%		65,795,197

	Beneficial Interest (000)	
Other Interests (k)		
Auto Components 0.0%		
Lear Corp. Escrow	460,000	4,887
Chemicals 0.0%		
Wellman Holdings, Inc., Litigation Trust Certificate	2,830,000	28
Hotels, Restaurants & Leisure 0.0%		
Buffets, Inc. (a)	575,000	6
Media 0.0%		
Adelphia Escrow (a)	750,000	8
Adelphia Recovery Trust (a)	940,601	94
		102
Total Other Interests 0.0%		5,023

Preferred Securities

	Par	
Capital Trusts 0.2%	(000)	
Insurance 0.2%		
Genworth Financial, Inc., 6.15%, 11/15/66 (d)	865	519,000

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund III, Inc. (CYE)

(Percentages shown are based on Net Assets)

Preferred Stocks	Shares	Value
Auto Components 0.7%		
Dana Holding Corp., 4.00% (b)(e)	17,830	\$ 2,083,881
Diversified Financial Services 1.5%		
Ally Financial, Inc., 7.00% (b)	4,464	4,064,891
Real Estate Investment Trusts (REITs) 0.1%		
MPG Office Trust, Inc., Series A, 7.63% (a)	8,994	206,682
Thriffs & Mortgage Finance 0.0%		
Fannie Mae, Series O, 7.00% (a)	30,000	36,000
Freddie Mac, Series Z, 8.38% (a)	75,961	70,644
		106,644
Total Preferred Stocks 2.3%		6,462,098
Trust Preferreds		
Diversified Financial Services 0.9%		
GMAC Capital Trust I, Series 2, 8.13%, 2/15/40 (b)	76,790	1,897,696
RBS Capital Funding Trust VII, 6.08% (a)(d)(i)(j)	26,500	497,060
Total Trust Preferreds 0.9%		2,394,756
Total Preferred Securities 3.4%		9,375,854
Warrants (l)		
Containers & Packaging 0.0%		
MDP Acquisitions Plc (Expires 10/10/13)	700	29,437
Health Care Providers & Services 0.0%		
HealthSouth Corp. (Expires 1/16/14)	32,042	
Media 0.0%		
New Vision Holdings LLC (Expires 9/30/14)	22	
Software 0.0%		
Bankruptcy Management Solutions, Inc. (Expires 9/28/17)	334	
HMH Holdings/EduMedia (Issued/Exercisable 3/09/10, 19 Shares for 1 Warrant, Expires 6/22/19, Strike Price \$42.27)	1,164	
Total Warrants 0.0%		29,437
Total Long-Term Investments		
(Cost \$383,887,453) 138.9%		392,159,838
Options Purchased	Contracts	
Over-the-Counter Call Options 0.0%		
Marsico Parent Superholdco LLC, Strike Price USD 942.86, Expires 12/14/19, Broker Goldman Sachs Group, Inc.	19	
Total Options Purchased		
(Cost \$18,578) 0.0%		
Total Investments (Cost \$383,906,031) 138.9%		392,159,838
Liabilities in Excess of Other Assets (38.9)%		(109,733,285)
Net Assets 100.0%		\$ 282,426,553

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- (a) Non-income producing security.
- (b) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration to qualified institutional investors.
- (c) All or a portion of security has been pledged as collateral in connection with swaps.
- (d) Variable rate security. Rate shown is as of report date.

- (e) Convertible security.
- (f) Represents a payment-in-kind security which may pay interest/dividends in additional par/shares.
- (g) Represents a zero-coupon bond. Rate shown reflects the current yield as of report date.
- (h) When-issued security. Unsettled when-issued transaction was as follows:

Counterparty	Value	Unrealized Appreciation
Goldman Sachs Group, inc.	\$ 1,639,238	\$ 20,238

- (i) Issuer filed for bankruptcy and/or is in default of principal and/or interest payments.
- (j) Security is perpetual in nature and has no stated maturity date.
- (k) Other interests represent beneficial interests in liquidation trusts and other reorganization or private entities.
- (l) Warrants entitle the Fund to purchase a predetermined number of shares of common stock and are non-income producing. The purchase price and number of shares are subject to adjustment under certain conditions until the expiration date, if any.

Investments in issuers considered to be an affiliate of the Fund during the six months ended August 31, 2012, for purposes of Section 2(a)(3) of the 1940 Act, as amended, were as follows:

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Affiliate	Shares		Net Activity	Income
	Held at February 29, 2012	Shares Held at August 31, 2012		
BlackRock Liquidity Funds, TempFund, Institutional Class				\$ 444

Financial futures contracts sold as of August 31, 2012 were as follows:

Contracts	Issue	Exchange	Expiration	Notional Value	Unrealized Depreciation
117	S&P 500 E-Mini Index	Chicago Mercantile	September 2012	\$ 8,219,835	\$ (565,522)

Foreign currency exchange contracts as of August 31, 2012 were as follows:

				Unrealized	
				Appreciation	
Currency Purchased	Currency Sold			Settle ment Date	(Depreciation)
GBP			Counter party		
	155,000	USD	240,823	Citigroup, Inc.	10/17/12 \$ 5,258
GBP	72,000	USD	112,584	UBS AG	10/17/12 1,724
USD	74,743	AUD	74,000	Citigroup, Inc.	10/17/12 (1,412)
USD	129,182	AUD	127,000	UBS AG	10/17/12 (1,516)
USD	2,776,254	CAD	2,819,500	UBS AG	10/17/12 (81,423)
USD	4,179,821	GBP	2,692,500	UBS AG	10/17/12 (94,837)
USD	73,703	GBP	47,000	UBS AG	10/17/12 (915)
USD	70,686	GBP	45,000	UBS AG	10/17/12 (757)
EUR	270,000	USD	330,556	Citigroup, Inc.	10/22/12 9,225
EUR	300,000	USD	367,285	Citigroup, Inc.	10/22/12 10,250
EUR	292,000	USD	358,211	Credit Suisse Group AG	10/22/12 9,256
EUR	169,000	USD	208,807	UBS AG	10/22/12 3,871
USD	18,442,105	EUR	15,042,500	Citigroup, Inc.	10/22/12 (488,108)
USD	242,162	EUR	197,000	Citigroup, Inc.	10/22/12 (5,752)
USD	422,430	EUR	340,000	Citigroup, Inc.	10/22/12 (5,443)
USD	106,848	EUR	85,000	Royal Bank of Scotland Group Plc	10/22/12 (120)
USD	562,117	EUR	455,000	UBS AG	10/22/12 (10,477)
USD	262,857	EUR	213,000	UBS AG	10/22/12 (5,193)

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Corporate High Yield Fund III, Inc. (CYE)

Foreign currency exchange contracts as of August 31, 2012 were as follows (concluded):

Currency Purchased		Currency Sold		Counter party	Settle ment Date	Unrealized Appreci ation (Depreci ation)
USD	255,542	EUR	207,000	UBS AG	10/22/12	\$ (4,957)
USD	132,758	EUR	108,000	UBS AG	10/22/12	(3,155)
USD	65,174	EUR	52,000	UBS AG	10/22/12	(266)
Total						\$ (664,747)

Credit default swaps on single-name issues - buy protection outstanding as of August 31, 2012 were as follows:

Issuer	Pay Fixed Rate	Counterparty	Expiration Date	Notional Amount (000)	Unrealized Appreciation (Depreciation)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 170	\$ (12,110)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 105	(7,783)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 85	(6,981)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 90	(4,594)
MGM Resorts International	5.00%	Deutsche Bank AG	6/20/15	\$ 90	(5,158)
Republic of Hungary	1.00%	Deutsche Bank AG	12/20/15	\$ 300	5,456
Israel (State of)	1.00%	Deutsche Bank AG	3/20/17	\$ 225	(5,043)
Israel Government Bond	1.00%	Deutsche Bank AG	3/20/17	\$ 675	(15,553)
Total					\$ (51,766)

Credit default swaps on single-name issues sold protection outstanding as of August 31, 2012 were as follows:

Issuer	Receive Fixed Rate	Counter party	Expiration Date	Issuer Credit Rating ¹	Notional Amount (000) ²	Unrealized Appreciation
Air Lease Corp.	5.00%	Goldman	2/14/13	NR	\$ 500	\$ 8,290
CIT Group, Inc.	5.00%	Sachs Group, Inc.	9/20/15	BB-	\$ 3,400	442,214

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Aramark Corp.	5.00%	Deutsche Bank AG Goldman Sachs Group, Inc.	3/20/16	B	\$ 500	41,882
Aramark Corp.	5.00%	Goldman Sachs Group, Inc.	6/20/16	B	\$ 300	25,338
Aramark Corp.	5.00%	Goldman Sachs Group, Inc.	6/20/16	B	\$ 300	27,000
Aramark Corp.	5.00%	Credit Suisse Group AG	9/20/16	B	\$ 125	14,934
Aramark Corp.	5.00%	Goldman Sachs Group, Inc.	9/20/16	B	\$ 350	30,667
Aramark Corp.	5.00%	Goldman Sachs Group, Inc.	9/20/16	B	\$ 125	14,522
Aramark Corp.	5.00%	Deutsche Bank AG	3/20/17	B	\$ 200	13,202

Credit default swaps on single-name issues sold protection outstanding as of August 31, 2012 were as follows (concluded):

Issuer	Receive Fixed Rate	Counterparty	Expiration Date	Issuer Credit Rating ¹	Notional Amount (000) ²	Unrealized Appreciation
Crown Castle International Corp.	7.25%	Deutsche Bank AG	3/20/17	B-	\$ 470	\$ 6,699
Ford Motor Co.	5.00%	Deutsche Bank AG	3/20/17	BB+	\$ 1,500	66,071
Goodyear Tire & Rubber Co.	5.00%	Deutsche Bank AG	6/20/17	B+	\$ 310	14,445
Goodyear Tire & Rubber Co.	5.00%	Goldman Sachs Group, Inc.	6/20/17	B+	\$ 300	10,572
CCO Holdings LLC	8.00%	Deutsche Bank AG	9/20/17	BB-	\$ 1,600	130,344
Level 3 Communications, Inc.	5.00%	Goldman Sachs Group, Inc.	6/20/19	B-	\$ 1,000	27,335
Total						\$ 873,515

¹ Using S&P's rating.

² The maximum potential amount the Fund may pay should a negative credit event take place as defined under the terms of agreement.

Credit default swaps on traded indexes - buy protection outstanding as of August 31, 2012 were as follows:

Index	Pay Fixed Rate	Counterparty	Expiration Date	Notional Amount (000)	Unrealized Depreciation
Dow Jones CDX North America High Yield Series 18	5.00%	Credit Suisse Group AG	6/20/17	\$ 1,881	\$ (6,100)

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For Fund 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 rating group indexes, and/or as defined by Fund management. These definitions may not apply for purposes of this report, which may combine such industry sub-classifications for reporting ease.

Fair Value Measurements Various inputs are used in determining the fair value of investments and derivative financial instrument. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial statement purposes as follows:

Level 1 unadjusted price quotations in active markets/exchanges for identical assets and liabilities

Level 2 other observable inputs (including, but not limited to: quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

Level 3 unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instrument)

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for investments and derivative financial instruments is based on the pricing transparency of the investments and derivative financial instruments and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments and other significant accounting policies, please refer to Note 1 of the Notes to Consolidated Financial Statements.

See Notes to Consolidated Financial Statements.

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Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Corporate High Yield Fund III, Inc. (CYE)**

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of August 31, 2012:

	Level 1	Level 2	Level 3	Total
Assets:				
Investments:				
Long-Term Investments:				
Common Stocks	\$ 17,584,878	\$ 705,889	\$ 4,021,670	\$ 22,312,437
Corporate Bonds		290,263,669	4,378,221	294,641,890
Floating Rate Loan Interests		53,781,377	12,013,820	65,795,197
Other Interests	94		4,929	5,023
Preferred Securities	2,708,082	6,667,772		9,375,854
Warrants		29,437		29,437
Total	\$ 20,293,054	\$ 351,448,144	\$ 20,418,640	\$ 392,159,838

	Level 1	Level 2	Level 3	Total
Derivative Financial Instruments ¹				
Assets:				
Credit contracts		\$ 291,424	\$ 587,547	\$ 878,971
Foreign currency exchange contracts		39,584		39,584
Liabilities:				
Credit contracts		(63,322)		(63,322)
Equity contracts	\$ (565,522)			(565,522)
Foreign currency exchange contracts		(704,331)		(704,331)
Total	\$ (565,522)	\$ (436,645)	\$ 587,547	\$ (414,620)

¹ Derivative financial instruments are swaps, financial futures contracts, foreign currency exchange contracts and options. Swaps, financial futures contracts and foreign exchange contracts are valued at the unrealized appreciation/depreciation on the instrument and options are shown at value. Certain of the Fund's assets and liabilities are held at carrying amount, which approximates fair value for financial statement purposes. As of August 31, 2012, such assets and liabilities are categorized within the disclosure hierarchy as follows:

	Level 1	Level 2	Level 3	Total
Assets:				
Cash	\$ 893,481			\$ 893,481
Cash pledged as collateral for financial futures contracts	533,000			533,000
Cash pledged as collateral for swaps	100,000			100,000
Foreign currency at value	229,653			229,653
Liabilities:				
Cash received as collateral for swaps		\$ (400,000)		(400,000)
Loan payable		(115,000,000)		(115,000,000)
Total	\$ 1,756,134	\$ (115,400,000)		\$ (113,643,866)

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As of February 29, 2012, the Fund used observable inputs in determining the value of certain equity securities. During the year, the Fund began valuing these securities using unadjusted price quotations from an exchange. As a result, investments with a beginning of period value of \$7,570,792 transferred from Level 2 to Level 1 in the disclosure hierarchy.

The following table summarizes the valuation techniques used and unobservable inputs developed by the Global Valuation Committee to determine the fair value of certain of the Fund's Level 3 investments as of August 31, 2012:

	Value	Valuation Techniques	Unobservable Inputs ²	Range of Unobservable Inputs	Weighted Average of Unobservable Inputs ³
Assets:					
Common Stocks	\$ 4,021,665	Market Comparable Companies	EBITDA Multiple	5.9x	5.9x
			Forward EBITDA Multiple	4.6x	4.6x
		Cost	N/A ⁴		
Corporate Bonds	4,104,796	Market Comparable Companies	Yield	7.00% 9.67%	8.74%
			EBITDA Multiple	6.0x	6.0x
		Cost	N/A ⁴		
Floating Rate Loan interests	3,503,071	Market Comparable Companies	Illiquidity Discount	50%	50%
			Yield	9.65%	9.65%
		Cost	N/A ⁴		
Total⁵	\$ 11,629,532				

² A change to the unobservable input may result in a significant change to the value of the investment as follows:

Unobservable Input	Impact to Value if Input Increases	Impact to Value if Input Decreases
EBITDA Multiple	Increase	Decrease
Forward EBITDA Multiple	Increase	Decrease
Illiquidity Discount	Decrease	Increase
Yield	Decrease	Increase

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments (concluded)****BlackRock Corporate High Yield Fund III, Inc. (CYE)**

³ Unobservable inputs are weighted based on the value of the investments included in the range.

⁴ The Fund fair values certain of its Level 3 investments using prior transaction prices (acquisition cost), although the transaction may not have occurred during the current reporting period. In such cases, these investments are generally privately held investments. There may not be a secondary market, and/or there are a limited number of investors. The determination to fair value such investments at cost is based upon factors consistent with the principles of fair value measurement that are reasonably available to the Global Valuation Committee, or its delegate. Valuations are reviewed utilizing available market information to determine if the carrying value should be adjusted. Such market data may include, but is not limited to, observations of the trading multiples of public companies considered comparable to the private companies being valued, financial or operational information released by the company, and/or news or corporate events that affect the investment. Valuations may be adjusted to account for company-specific issues, the lack of liquidity inherent in a nonpublic investment and the fact that comparable public companies are not identical to the investments being fair valued by the Fund.

⁵ Does not include Level 3 investments with values derived utilizing prices from recent prior transactions or third party pricing information without adjustment for which such inputs are unobservable. See above valuation input table for values of such Level 3 investments. A significant change in third party pricing information could result in a significantly lower or higher value in such Level 3 investments.

A reconciliation of Level 3 investments and derivative financial instruments is presented when the Fund had a significant amount of Level 3 investments and derivative financial instruments at the beginning and/or end of period in relation to net assets. The following table is a reconciliation of Level 3 investments for which significant unobservable inputs were used in determining fair value:

	Common Stocks	Corporate Bonds	Floating Rate Loan Interests	Other Interests	Preferred Securities	Warrants	Total
Assets/Liabilities:							
Opening balance, as of February 29, 2012	\$ 4,322,217	\$ 4,458,734	\$ 9,295,244	\$ 4,642	\$ 352,582	\$ 1	\$ 18,433,420
Transfers into Level 3 ¹			2,542,871				2,542,871
Transfers out of Level 3 ²	(38,470)		(219,217)				(257,687)
Accrued discounts/premiums		1,737	62,211				63,948
Net realized gain (loss)	(937,908)		(352,573)		(87,104)	(177,871)	(1,555,456)
Net change in unrealized appreciation/depreciation ³	522,915	(55,811)	399,346	287	110,561	177,870	1,155,168
Purchases	152,928	56,611	1,732,804				1,942,343
Sales	(12)	(83,050)	(1,446,866)		(376,039)		(1,905,967)
Closing Balance, as of August 31, 2012	\$ 4,021,670	\$ 4,378,221	\$ 12,013,820	\$ 4,929			\$ 20,418,640

¹ As of February 29, 2012, the Fund used observable inputs in determining the value of certain investments. As of August 31, 2012, the Fund used significant unobservable inputs in determining the value of the same investments. As a result, investments with a beginning of period value of \$2,542,871 transferred from Level 2 to Level 3 in the disclosure hierarchy.

² As of February 29, 2012, the Fund used significant unobservable inputs in determining the value of certain investments. As of August 31, 2012, the Fund used observable inputs in determining the value of the same investments. As a result, investments with a beginning of period value of \$257,687 transferred from Level 3 to Level 2 in the disclosure hierarchy.

³ Included in the related net change in unrealized appreciation/depreciation in the Consolidated Statements of Operations. The change in unrealized appreciation/depreciation on investments still held as of August 31, 2012 was \$(373,524).

The following table is a reconciliation of Level 3 derivative financial instruments for which significant unobservable inputs were used in determining fair value:

	Credit
	Contracts
Assets/Liabilities:	
Opening balance, as of February 29, 2012	\$ 237,861
Transfers into Level 3 ⁴	
Transfers out of Level 3 ⁴	
Accrued discounts/premiums	
Net realized gain (loss)	
Net change in unrealized appreciation/depreciation ⁵	349,686
Purchases	
Issuances ⁶	
Sales	
Settlements ⁷	
Closing Balance, as of August 31, 2012	\$ 587,547

⁴ Transfers into and transfers out of Level 3 represent the values as of the beginning of the reporting period.

⁵ Included in the related net change in unrealized appreciation/depreciation in the Consolidated Statement of Operations. The change in unrealized appreciation/depreciation on derivative financial instruments still held at August 31, 2012 was \$349,686.

⁶ Issuances represent upfront cash received on certain derivative financial instruments.

⁷ Settlements represent periodic contractual cash flows and/or cash flows to terminate certain derivative financial instruments.

See Notes to Consolidated Financial Statements.

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August 31, 2012 (Unaudited)

BlackRock Debt Strategies Fund, Inc. (DSU)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Asset-Backed Securities		
CSAM Funding, Series 2A, Class B1, 7.05%, 10/15/16 (a)	USD 625	\$ 631,500
Fraser Sullivan CLO Ltd., Series 2012-7A, Class C, 4.47%, 4/20/23 (a)(b)	765	679,779
Gannett Peak CLO Ltd., Series 2006-1X, Class A2, 0.81%, 10/27/20 (b)	940	791,950
Goldentree Loan Opportunities VI Ltd., Series 2012-6A, Class D, 4.66%, 4/17/22 (a)(b)	1,250	1,136,375
Greyrock CDO Ltd., Series 2005-1X, Class A2L, 0.85%, 11/15/17 (b)	1,980	1,751,706
Highbridge Loan Management Ltd., Series 2012-1A, Class C, 5.71%, 9/20/22 (a)(b)(c)	1,200	1,107,600
ING Investment Management, Series 2012-2A, Class D, 4.99%, 10/15/22 (a)(b)	1,275	1,136,803
LCM LP (a)(b):		
Series 11A, Class D2, 4.41%, 4/19/22	1,300	1,137,500
Series 9A, Class E, 4.66%, 7/14/22	1,000	775,100
Symphony CLO Ltd. (a)(b):		
Series 2012-10A, Class D, 5.69%, 7/23/23	1,200	1,110,000
Series 2012-9A, Class D, 4.71%, 4/16/22	1,075	958,040
Total Asset-Backed Securities 2.5%		11,216,353
Common Stocks (d)		
Chemicals 0.0%	Shares	
GEO Specialty Chemicals, Inc.	339,340	156,096
Containers & Packaging 0.1%		
Smurfit Kappa Plc	36,342	296,488
Diversified Financial Services 0.9%		
Kcad Holdings I Ltd.	590,545,406	3,915,907
Electrical Equipment 0.0%		
Medis Technologies Ltd.	286,757	860
Hotels, Restaurants & Leisure 0.0%		
HRP PIK Corp., Class B (a)	5,000	
Metals & Mining 0.1%		
Euramax International	2,337	498,623
Paper & Forest Products 0.6%		
Ainsworth Lumber Co. Ltd. (a)	1,237,553	2,711,757
Western Forest Products, Inc. (a)	211,149	229,195
		2,940,952
Semiconductors & Semiconductor Equipment 0.0%		
SunPower Corp.	1,707	7,647
Software 0.3%		
Bankruptcy Management Solutions, Inc.	1,870	19
HMH Holdings/EduMedia	52,041	1,275,011
		1,275,030
Specialty Retail 0.0%		
Movie Gallery, Inc.	503,737	5
Total Common Stocks 2.0%		9,091,608
Corporate Bonds	Par	Value

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(000)			
Aerospace & Defense 0.6%			
Huntington Ingalls Industries, Inc., 7.13%, 3/15/21	USD	810	\$ 876,825
Kratos Defense & Security Solutions, Inc., 10.00%, 6/01/17		1,364	1,452,660
Meccanica Holdings USA, Inc., 6.25%, 7/15/19 (a)		405	366,463
			2,695,948
Airlines 0.1%			
American Airlines Pass-Through Trust, Series 2011-2, Class A, 8.63%, 4/15/23		611	648,085
Delta Air Lines, Inc., Series 2009-1-B, 9.75%, 6/17/18		176	190,113
			838,198
Auto Components 1.5%			
Delphi Corp., 6.13%, 5/15/21		560	616,000
Icahn Enterprises LP: 7.75%, 1/15/16		220	231,000
8.00%, 1/15/18		4,035	4,297,275
Jaguar Land Rover Plc, 8.25%, 3/15/20	GBP	392	656,522
Titan International, Inc., 7.88%, 10/01/17	USD	940	984,650
Venture Holdings Co. LLC (d)(e): 12.00%, 7/01/49		4,450	1
Series B, 9.50%, 7/01/05		1,800	
			6,785,448
Beverages 0.2%			
Crown European Holdings SA: 7.13%, 8/15/18 (a)	EUR	304	420,608
7.13%, 8/15/18		257	355,580
Refresco Group BV, 7.38%, 5/15/18		213	251,837
			1,028,025
Biotechnology 0.0%			
QHP Royalty Sub LLC, 10.25%, 3/15/15 (a)	USD	45	44,770
Building Products 0.6%			
Building Materials Corp. of America (a): 7.00%, 2/15/20		1,000	1,082,500
6.75%, 5/01/21		590	644,575
USG Corp., 9.75%, 1/15/18		980	1,051,050
			2,778,125
Capital Markets 0.7%			
E*Trade Financial Corp.: 12.50%, 11/30/17 (f)		1,765	2,014,306
2.25%, 8/31/19 (a)(g)(h)		593	507,015
KKR Group Finance Co. LLC, 6.38%, 9/29/20 (a)		540	611,254
			3,132,575
Chemicals 4.9%			
Ashland, Inc., 4.75%, 8/15/22 (a)		475	476,188
Celanese US Holdings LLC, 5.88%, 6/15/21		1,415	1,563,575
GEO Specialty Chemicals, Inc. (a): 7.50%, 3/31/15 (f)(h)		4,171	5,004,944
10.00%, 3/31/15		4,106	4,105,600
Hexion US Finance Corp.: 6.63%, 4/15/20		895	903,950
9.00%, 11/15/20		670	572,850
Huntsman International LLC, 8.63%, 3/15/21		735	841,575
INEOS Finance Plc (a): 8.38%, 2/15/19		1,470	1,547,175
7.50%, 5/01/20		365	372,300
INEOS Group Holdings Plc, 8.50%, 2/15/16 (a)		240	226,200

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Table of Contents**Consolidated Schedule of Investments**
(continued)**BlackRock Debt Strategies Fund, Inc. (DSU)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Corporate Bonds		
Chemicals (concluded)		
LyondellBasell Industries NV:		
6.00%, 11/15/21	USD 930	\$ 1,060,200
5.75%, 4/15/24	1,775	2,010,187
NOVA Chemicals Corp., 8.63%, 11/01/19	570	649,800
Orion Engineered Carbons Bondco GmbH, 9.63%, 6/15/18 (a)	800	844,000
Tronox Finance LLC, 6.38%, 8/15/20 (a)	2,035	2,055,350
		22,233,894
Commercial Banks 0.9%		
CIT Group, Inc.:		
7.00%, 5/02/16 (a)	1,556	1,559,880
5.00%, 5/15/17	620	646,350
5.50%, 2/15/19 (a)	1,430	1,490,775
5.00%, 8/15/22	480	483,636
		4,180,641
Commercial Services & Supplies 1.3%		
ARAMARK Holdings Corp., 8.63%, 5/01/16 (a)(f)	625	639,850
AWAS Aviation Capital Ltd., 7.00%, 10/17/16 (a)	757	798,323
Brickman Group Holdings, Inc., 9.13%, 11/01/18 (a)	55	55,550
Clean Harbors, Inc., 5.25%, 8/01/20 (a)	427	438,209
Covanta Holding Corp., 6.38%, 10/01/22	800	874,698
The Geo Group, Inc., 7.75%, 10/15/17	850	921,187
Mead Products LLC/ACCO Brands Corp., 6.75%, 4/30/20 (a)	617	652,477
Mobile Mini, Inc., 7.88%, 12/01/20	640	686,400
Verisure Holding AB:		
8.75%, 9/01/18	EUR 400	503,120
8.75%, 12/01/18	149	165,860
West Corp., 8.63%, 10/01/18	USD 315	319,725
		6,055,399
Communications Equipment 0.8%		
Avaya, Inc., 9.75%, 11/01/15	360	312,300
Hughes Satellite Systems Corp., 6.50%, 6/15/19	720	771,300
Zayo Group LLC/Zayo Capital, Inc.:		
8.13%, 1/01/20	1,320	1,402,500
10.13%, 7/01/20	1,020	1,093,950
		3,580,050
Construction Materials 0.5%		
HD Supply, Inc., 8.13%, 4/15/19 (a)	2,080	2,256,800
Consumer Finance 0.1%		
Ford Motor Credit Co. LLC:		
7.00%, 4/15/15	280	311,691
6.63%, 8/15/17	148	170,138
		481,829
Containers & Packaging 1.5%		
Ardagh Packaging Finance Plc:		

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7.38%, 10/15/17	EUR	100	133,012
7.38%, 10/15/17 (a)		385	512,098
7.38%, 10/15/17		100	133,012
7.38%, 10/15/17 (a)	USD	206	220,678
9.13%, 10/15/20 (a)		300	312,000
Ball Corp., 6.75%, 9/15/20		625	690,625
Berry Plastics Corp.:			
4.34%, 9/15/14 (b)		495	487,575
8.25%, 11/15/15		655	689,388
9.75%, 1/15/21		475	526,063
Beverage Packaging Holdings Luxembourg II SA, 8.00%, 12/15/16	EUR	1,243	1,532,176
Sealed Air Corp. (a):			
8.13%, 9/15/19	USD	770	856,625
	Par		

Corporate Bonds (000) Value

Containers & Packaging (concluded)

Sealed Air Corp. (a) (concluded) :			
8.38%, 9/15/21	USD	150	\$ 168,750
Smurfit Kappa Acquisitions, 7.75%, 11/15/19	EUR	390	537,143

6,799,145

Distributors 0.2%

VWR Funding, Inc., 7.25%, 9/15/17 (a)(c)	USD	725	734,063
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Diversified Consumer Services 0.2%

Laureate Education, Inc., 9.25%, 9/01/19 (a)		585	585,000
ServiceMaster Co., 8.00%, 2/15/20		235	250,569

835,569

Diversified Financial Services 3.0%

Ally Financial, Inc.:			
7.50%, 12/31/13		90	96,188
8.30%, 2/12/15		1,330	1,476,300
7.50%, 9/15/20		1,990	2,278,550
8.00%, 11/01/31		2,460	2,908,950
8.00%, 11/01/31		1,030	1,222,604
Archemedes Funding III Ltd., 5.50%, 11/29/12		1,829	
CNG Holdings, Inc., 9.38%, 5/15/20 (a)		490	499,800
DPL, Inc., 7.25%, 10/15/21 (a)		180	205,200
Gala Group Finance Plc, 8.88%, 9/01/18	GBP	200	296,134
Reynolds Group Issuer, Inc.:			
7.75%, 10/15/16	EUR	350	454,537
7.13%, 4/15/19	USD	1,070	1,152,925
9.88%, 8/15/19		1,845	1,951,087
6.88%, 2/15/21		665	719,863
8.25%, 2/15/21		155	152,288
WMG Acquisition Corp., 9.50%, 6/15/16		200	218,500

13,632,926

Diversified Telecommunication Services 1.8%

ITC Deltacom, Inc., 10.50%, 4/01/16		1,010	1,088,275
Level 3 Communications, Inc., 8.88%, 6/01/19 (a)		520	530,400
Level 3 Financing, Inc.:			
4.47%, 2/15/15 (b)		2,420	2,395,800
8.13%, 7/01/19		2,902	3,039,845
7.00%, 6/01/20 (a)		460	457,700
OTE Plc, 5.00%, 8/05/13	EUR	88	95,935
Telefonica Emisiones SAU, 4.69%, 11/11/19		50	58,042
Telenet Finance V Luxembourg SCA:			
6.25%, 8/15/22		119	150,427
6.75%, 8/15/24		222	283,420

8,099,844

Electric Utilities 0.1%

Mirant Mid Atlantic Pass Through Trust, Series B, 9.13%, 6/30/17	USD	475	510,534
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Electrical Equipment 0.1%

Belden, Inc., 5.50%, 9/01/22 (a)		360	360,900
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Electronic Equipment, Instruments & Components 0.0%		
Muzak Holdings LLC, 13.00%, 3/15/10 (d)(e)	2,675	
Energy Equipment & Services 2.5%		
Calfrac Holdings LP, 7.50%, 12/01/20 (a)	1,680	1,646,400
Compagnie Générale de Géophysique, Veritas, 6.50%, 6/01/21	2,100	2,186,625
FTS International Services LLC / FTS International Bonds Inc., 8.13%, 11/15/18 (a)	1,190	1,228,675
Gulfmark Offshore, Inc., 6.38%, 3/15/22 (a)	130	132,600
Hornbeck Offshore Services, Inc., 5.88%, 4/01/20	265	270,300
Key Energy Services, Inc., 6.75%, 3/01/21	740	752,950
MEG Energy Corp. (a):		
6.50%, 3/15/21	950	999,875
6.38%, 1/30/23	315	328,388
Oil States International, Inc., 6.50%, 6/01/19	475	504,687

See Notes to Consolidated Financial Statements.

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Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Debt Strategies Fund, Inc. (DSU)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Corporate Bonds		
Energy Equipment & Services (concluded)		
Peabody Energy Corp., 6.25%, 11/15/21 (a)	USD 2,045	\$ 2,080,787
Precision Drilling Corp.:		
6.63%, 11/15/20	125	131,250
6.50%, 12/15/21	840	882,000
		11,144,537
Food & Staples Retailing 0.1%		
Bakkavor Finance 2 Plc, 8.25%, 2/15/18	GBP 100	139,731
Rite Aid Corp., 9.25%, 3/15/20	USD 435	446,962
		586,693
Food Products 0.4%		
Constellation Brands, Inc., 6.00%, 5/01/22	460	516,925
Post Holdings, Inc., 7.38%, 2/15/22 (a)	465	489,994
Smithfield Foods, Inc., 6.63%, 8/15/22	687	703,316
		1,710,235
Health Care Equipment & Supplies 0.6%		
Biomet, Inc., 6.50%, 8/01/20 (a)	523	542,612
DJO Finance LLC:		
10.88%, 11/15/14	284	296,425
8.75%, 3/15/18 (a)	215	228,438
7.75%, 4/15/18	770	704,550
Fresenius Medical Care US Finance II, Inc., 5.88%, 1/31/22 (a)	640	680,000
Teleflex, Inc., 6.88%, 6/01/19	475	508,250
		2,960,275
Health Care Providers & Services 3.5%		
Aviv Healthcare Properties LP, 7.75%, 2/15/19	700	728,000
CHS/Community Health Systems, Inc.:		
5.13%, 8/15/18	345	355,781
7.13%, 7/15/20	333	348,818
Crown Newco 3 Plc:		
7.00%, 2/15/18 (a)	GBP 108	172,774
7.00%, 2/15/18	194	310,353
DaVita, Inc., 5.75%, 8/15/22	USD 686	713,440
HCA, Inc.:		
6.50%, 2/15/20	2,020	2,219,475
7.88%, 2/15/20	1,210	1,350,662
5.88%, 3/15/22	2,380	2,531,725
Hologic, Inc., 6.25%, 8/01/20 (a)	977	1,034,399
IASIS Healthcare LLC, 8.38%, 5/15/19	1,243	1,185,511
Omnicare, Inc., 7.75%, 6/01/20	1,310	1,444,275
Tenet Healthcare Corp., 8.88%, 7/01/19	2,305	2,621,937
United Surgical Partners International, Inc., 9.00%, 4/01/20 (a)	330	354,338
Vanguard Health Holding Co. II LLC, 7.75%, 2/01/19 (a)	565	589,013
		15,960,501
Health Care Technology 0.8%		
IMS Health, Inc., 12.50%, 3/01/18 (a)	3,205	3,765,875
Hotels, Restaurants & Leisure 2.3%		

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Affinity Gaming LLC/Affinity Gaming Finance Corp., 9.00%, 5/15/18 (a)	235	239,112
Caesars Entertainment Operating Co., Inc.:		
11.25%, 6/01/17	770	829,675
10.00%, 12/15/18	518	326,340
8.50%, 2/15/20 (a)	880	867,900
Caesars Operating Escrow LLC, 9.00%, 2/15/20 (a)	1,343	1,336,285
Carlson Wagonlit BV, 6.88%, 6/15/19 (a)	260	270,400
Choice Hotels International, Inc., 5.75%, 7/01/22	170	182,325
Cirsa Funding Luxembourg SA, 8.75%, 5/15/18	EUR 1,679	1,853,145
Diamond Resorts Corp., 12.00%, 8/15/18	USD 1,040	1,106,300
Gategroup Finance Luxembourg SA, 6.75%, 3/01/19	EUR 235	302,233
Par		

Corporate Bonds	(000)	Value
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Hotels, Restaurants & Leisure (concluded)

HRP Myrtle Beach Holdings LLC, 14.50%, 4/01/14 (a)(d)(e)	USD 6,892	\$ 1
HRP Myrtle Beach Operations LLC (a)(d)(e):		
0.00%, 4/01/12	5,000	1
12.50%, 4/01/13	5,000	1
Little Traverse Bay Bands of Odawa Indians, 9.00%, 8/31/20 (a)	609	554,190
Travelport LLC:		
5.09%, 9/01/14 (b)	1,770	1,256,700
9.88%, 9/01/14	390	310,050
Tropicana Entertainment LLC, 9.63%, 12/15/14 (d)(e)	530	
Wynn Las Vegas LLC, 5.38%, 3/15/22 (a)	888	907,980
		10,342,638

Household Durables 0.7%

Beazer Homes USA, Inc., 6.63%, 4/15/18 (a)	640	654,400
Libbey Glass, Inc., 6.88%, 5/15/20 (a)	175	186,594
Spie BondCo 3 SCA, 11.00%, 8/15/19	EUR 244	311,506
Standard Pacific Corp., 8.38%, 1/15/21	USD 1,685	1,878,775
		3,031,275

Household Products 0.0%

Ontex IV SA, 9.00%, 4/15/19	EUR 110	127,289
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Independent Power Producers & Energy Traders 3.5%

The AES Corp.:		
7.75%, 10/15/15	USD 300	339,000
9.75%, 4/15/16	1,305	1,559,475
7.38%, 7/01/21	130	148,850
Calpine Corp. (a):		
7.25%, 10/15/17	920	984,400
7.50%, 2/15/21	365	405,150
Energy Future Holdings Corp., 10.00%, 1/15/20	2,315	2,552,287
Energy Future Intermediate Holding Co. LLC:		
10.00%, 12/01/20	6,060	6,802,350
11.75%, 3/01/22 (a)	470	500,550
GenOn REMA LLC, 9.24%, 7/02/17	392	421,486
Laredo Petroleum, Inc.:		
9.50%, 2/15/19	1,210	1,373,350
7.38%, 5/01/22	360	387,000
QEP Resources, Inc., 5.38%, 10/01/22	335	343,375
		15,817,273

Industrial Conglomerates 1.6%

Sequa Corp. (a):		
11.75%, 12/01/15	2,850	2,992,500
13.50%, 12/01/15	4,023	4,264,216
		7,256,716

Insurance 0.6%

CNO Financial Group, Inc., 9.00%, 1/15/18 (a)	1,649	1,803,594
Genworth Financial, Inc., 7.63%, 9/24/21	700	715,260
MPL 2 Acquisition Canco, Inc., 9.88%, 8/15/18 (a)	415	371,425

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		2,890,279
IT Services 1.2%		
Ceridian Corp., 8.88%, 7/15/19 (a)	980	1,051,050
Epicor Software Corp., 8.63%, 5/01/19	720	741,600
First Data Corp.:		
7.38%, 6/15/19 (a)	835	862,137
6.75%, 11/01/20 (a)	870	863,475
8.25%, 1/15/21 (a)	535	530,319
12.63%, 1/15/21	764	773,550
SunGard Data Systems, Inc., 7.63%, 11/15/20	600	643,500
		5,465,631

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Debt Strategies Fund, Inc. (DSU)

(Percentages shown are based on Net Assets)

	Par	
Corporate Bonds	(000)	Value
Machinery 0.9%		
UR Financing Escrow Corp. (a):		
5.75%, 7/15/18	USD 877	\$ 927,427
7.38%, 5/15/20	565	598,900
7.63%, 4/15/22	2,328	2,514,240
		4,040,567
Media 5.6%		
AMC Networks, Inc., 7.75%, 7/15/21	365	413,363
Cengage Learning Acquisitions, Inc., 11.50%, 4/15/20 (a)	815	857,787
Checkout Holding Corp., 16.03%, 11/15/15 (a)(g)	1,090	664,900
Cinemark USA, Inc., 8.63%, 6/15/19	410	459,200
Clear Channel Communications, Inc., 9.00%, 3/01/21	617	529,078
Clear Channel Worldwide Holdings, Inc.:		
Series A, 9.25%, 12/15/17	639	691,717
Series B, 9.25%, 12/15/17	5,512	5,987,410
Series B, 7.63%, 3/15/20	1,677	1,626,690
DISH DBS Corp., 5.88%, 7/15/22 (a)	1,440	1,450,800
Intelsat Jackson Holdings SA:		
11.25%, 6/15/16	182	191,555
7.25%, 10/15/20 (a)	1,370	1,476,175
Intelsat Luxembourg SA:		
11.25%, 2/04/17	250	262,500
11.50%, 2/04/17 (f)	1,190	1,249,500
Interactive Data Corp., 10.25%, 8/01/18	1,545	1,741,987
Lamar Media Corp., 5.88%, 2/01/22	480	508,800
NAI Entertainment Holdings LLC, 8.25%, 12/15/17 (a)	920	1,025,800
Nielsen Finance LLC, 7.75%, 10/15/18	1,235	1,389,375
ProQuest LLC, 9.00%, 10/15/18 (a)	415	380,763
Truven Health Analytics, Inc., 10.63%, 6/01/20 (a)	380	405,650
Unitymedia Hessen GmbH & Co. KG:		
8.13%, 12/01/17 (a)	2,730	2,955,225
7.50%, 3/15/19	1,040	1,125,301
Ziggo Finance BV, 6.13%, 11/15/17 (a)	EUR 51	68,478
		25,462,054
Metals & Mining 1.5%		
Eco-Bat Finance Plc, 7.75%, 2/15/17	305	387,465
FMG Resources August 2006 Property Ltd. (a):		
6.88%, 2/01/18	USD 640	609,600
6.88%, 4/01/22	290	266,800
Global Brass and Copper, Inc., 9.50%, 6/01/19 (a)	485	510,463
Kaiser Aluminum Corp., 8.25%, 6/01/20 (a)	360	381,600
New Gold, Inc., 7.00%, 4/15/20 (a)	120	126,300
Novelis, Inc., 8.75%, 12/15/20	3,625	4,050,938
RathGibson, Inc., 11.25%, 2/15/14 (d)(e)	4,440	
Schmolz + Bickenbach Luxembourg SA, 9.88%, 5/15/19	EUR 260	264,075
Steel Dynamics, Inc., 6.38%, 8/15/22 (a)	USD 390	403,650
		7,000,891

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Multiline Retail 0.1%		
Dollar General Corp., 4.13%, 7/15/17	241	250,640
Oil, Gas & Consumable Fuels 7.4%		
Access Midstream Partners LP, 6.13%, 7/15/22	785	814,437
Alpha Natural Resources, Inc.:		
6.00%, 6/01/19	460	414,000
6.25%, 6/01/21	345	308,775
Berry Petroleum Co., 6.38%, 9/15/22	340	362,100
CCS, Inc., 11.00%, 11/15/15 (a)	920	952,200
Chaparral Energy, Inc., 7.63%, 11/15/22 (a)	215	227,363
Chesapeake Energy Corp.:		
7.25%, 12/15/18	45	47,138
6.63%, 8/15/20	500	513,750
6.88%, 11/15/20	285	295,688
Par		
Corporate Bonds (000) Value		
Oil, Gas & Consumable Fuels (concluded)		
Chesapeake Energy Corp. (concluded) :		
6.13%, 2/15/21	USD 435	\$ 431,737
Coffeyville Resources LLC, 9.00%, 4/01/15 (a)	191	203,415
Concho Resources, Inc., 5.50%, 10/01/22	395	407,837
Consol Energy, Inc.:		
8.25%, 4/01/20	2,145	2,311,237
6.38%, 3/01/21	440	435,600
Crosstex Energy LP:		
8.88%, 2/15/18	100	106,750
7.13%, 6/01/22 (a)	370	368,150
Denbury Resources, Inc., 8.25%, 2/15/20	50	56,750
Energy XXI Gulf Coast, Inc., 7.75%, 6/15/19	1,300	1,381,250
EP Energy LLC/EP Energy Finance, Inc.,		
6.88%, 5/01/19 (a)	440	471,900
Hilcorp Energy I LP, 7.63%, 4/15/21 (a)	2,100	2,310,000
Holly Energy Partners LP, 6.50%, 3/01/20 (a)	150	156,750
Kodiak Oil & Gas Corp., 8.13%, 12/01/19 (a)	605	642,812
Linn Energy LLC:		
6.25%, 11/01/19 (a)	2,780	2,745,250
8.63%, 4/15/20	360	388,800
7.75%, 2/01/21	930	969,525
MarkWest Energy Partners LP, 5.50%, 2/15/23	275	281,188
Newfield Exploration Co.:		
5.75%, 1/30/22	255	279,225
5.63%, 7/01/24	1,200	1,302,000
Northern Oil and Gas, Inc., 8.00%, 6/01/20 (a)	505	515,100
Oasis Petroleum, Inc.:		
7.25%, 2/01/19	270	284,850
6.50%, 11/01/21	290	295,800
Offshore Group Investments Ltd.:		
11.50%, 8/01/15	840	928,200
11.50%, 8/01/15 (a)	800	884,000
OGX Petroleo e Gas Participacoes SA (a):		
8.50%, 6/01/18	1,324	1,175,050
8.38%, 4/01/22	565	480,250
PetroBakken Energy Ltd., 8.63%, 2/01/20 (a)	1,240	1,267,900
Pioneer Natural Resources Co., 7.20%, 1/15/28	1,080	1,371,966
Range Resources Corp.:		
5.75%, 6/01/21	1,230	1,308,412
5.00%, 8/15/22	547	569,564
Sabine Pass Liquefied Natural Gas LP,		
7.50%, 11/30/16	1,015	1,086,050
Samson Investment Co., 9.75%, 2/15/20 (a)	76	78,280
SandRidge Energy, Inc.:		
7.50%, 3/15/21 (a)	305	308,813
7.50%, 3/15/21	225	227,813
8.13%, 10/15/22 (a)	205	214,225
7.50%, 2/15/23 (a)	535	537,675
SESI LLC:		
6.38%, 5/01/19	530	561,800

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7.13%, 12/15/21	525	584,062
SM Energy Co.:		
6.50%, 11/15/21	425	444,125
6.50%, 1/01/23 (a)	200	208,500
Targa Resources Partners LP, 6.88%, 2/01/21	370	397,750
Titan Petrochemicals Group Ltd.,		
8.50%, 3/18/49 (d)(e)	1,760	440,000
		33,355,812
Paper & Forest Products 0.6%		
Clearwater Paper Corp., 10.63%, 6/15/16	640	715,200
Longview Fibre Paper & Packaging, Inc.,		
8.00%, 6/01/16 (a)	280	289,800
NewPage Corp., 11.38%, 12/31/14 (d)(e)	2,280	1,544,700
Sappi Papier Holding GmbH, 8.38%, 6/15/19 (a)	200	210,500
		2,760,200

See Notes to Consolidated Financial Statements.

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Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Debt Strategies Fund, Inc. (DSU)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Corporate Bonds		
Pharmaceuticals 0.4%		
Valeant Pharmaceuticals International (a):		
6.50%, 7/15/16	USD 990	\$ 1,044,450
7.25%, 7/15/22	660	681,450
		1,725,900
Real Estate Investment Trusts (REITs) 0.4%		
Felcor Lodging LP, 6.75%, 6/01/19	1,575	1,689,188
Real Estate Management & Development 1.2%		
Realogy Corp.:		
11.50%, 4/15/17	275	292,187
12.00%, 4/15/17	160	167,600
7.88%, 2/15/19 (a)	1,760	1,812,800
7.63%, 1/15/20 (a)	1,190	1,297,100
9.00%, 1/15/20 (a)	310	334,800
Shea Homes LP, 8.63%, 5/15/19	1,240	1,379,500
		5,283,987
Road & Rail 0.9%		
Florida East Coast Railway Corp., 8.13%, 2/01/17	370	388,500
The Hertz Corp.:		
7.50%, 10/15/18	1,490	1,607,337
6.75%, 4/15/19	265	278,250
6.75%, 4/15/19 (a)	285	299,250
7.38%, 1/15/21	1,280	1,392,000
		3,965,337
Software 0.8%		
Infor US, Inc., 9.38%, 4/01/19 (a)	2,420	2,619,650
Nuance Communications, Inc., 5.38%, 8/15/20 (a)	1,225	1,252,563
		3,872,213
Specialty Retail 0.6%		
Claire's Stores, Inc., 9.00%, 3/15/19 (a)	430	446,125
Party City Holdings, Inc., 8.88%, 8/01/20 (a)	422	446,265
Penske Automotive Group, Inc., 5.75%, 10/01/22 (a)	495	504,900
QVC, Inc., 5.13%, 7/02/22 (a)	260	272,517
Sally Holdings LLC:		
6.88%, 11/15/19	650	726,375
5.75%, 6/01/22	300	322,875
		2,719,057
Textiles, Apparel & Luxury Goods 0.2%		
Levi Strauss & Co., 6.88%, 5/01/22	265	274,938
PVH Corp., 7.75%, 11/15/23	410	478,346
		753,284
Trading Companies & Distributors 0.5%		
Doric Nimrod Air Finance Alpha Ltd. (a):		
Series 2012-1, Class A, 5.13%, 11/30/24	1,190	1,207,850
Series 2012-1, Class B, 6.50%, 5/30/21	940	951,111
		2,158,961

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Transportation Infrastructure 0.1%

Aguila 3 SA, 7.88%, 1/31/18 (a)	353	371,974
Wireless Telecommunication Services 4.0%		
Cricket Communications, Inc., 7.75%, 5/15/16	3,050	3,217,750
Digicel Group Ltd. (a):		
9.13%, 1/15/15	3,948	3,987,480
8.25%, 9/01/17	810	858,600
10.50%, 4/15/18	400	432,000
MetroPCS Wireless, Inc., 6.63%, 11/15/20	690	714,150
SBA Telecommunications, Inc., 5.75%, 7/15/20 (a)	230	240,350
Sprint Capital Corp., 6.88%, 11/15/28	1,720	1,556,600
Sprint Nextel Corp. (a):		
9.00%, 11/15/18	4,260	5,026,800
7.00%, 3/01/20	1,770	1,938,150

17,971,880

Total Corporate Bonds 62.1%

281,505,845

Par

Floating Rate Loan Interests (b)

(000)

Value

Aerospace & Defense 0.3%

TransDigm, Inc.:		
Add on Term Loan B2, 4.00%, 2/14/17	USD 263	\$ 264,452
Term Loan B, 4.00%, 2/14/17	1,193	1,197,326
		1,461,778

Airlines 0.4%

Delta Air Lines, Inc., Credit, Term Loan B,		
5.50%, 4/20/17	1,862	1,875,232
US Airways Group, Inc., Term Loan, 2.74%, 3/21/14	100	96,625
		1,971,857

Auto Components 1.7%

Autoparts Holdings Ltd.:		
First Lien Term Loan, 6.50%, 7/28/17	1,390	1,361,710
Second Lien Term Loan, 10.50%, 1/29/18	1,800	1,566,000
Federal-Mogul Corp.:		
Term Loan B, 2.17% 2.18%, 12/29/14	1,516	1,446,900
Term Loan C, 2.17% 2.18%, 12/28/15	248	236,610
The Goodyear Tire & Rubber Co., Term Loan		
(Second Lien), 4.75%, 4/30/19	2,170	2,161,863
Schaeffler AG, Term Loan C2, 6.00%, 1/27/17	750	752,190
		7,525,273

Biotechnology 0.2%

Grifols, Inc., Term Loan B, 4.50%, 6/01/17	1,032	1,034,506
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Building Products 1.6%

Armstrong World Industries, Inc., Term Loan B,		
4.00%, 3/09/18	1,111	1,107,797
CPG International, Inc., Term Loan B,		
6.00%, 2/18/17	1,182	1,162,792
Goodman Global, Inc.:		
Initial Term Loan (First Lien), 5.75%, 10/28/16	3,025	3,027,871
Term Loan (Second Lien), 9.00%, 10/30/17	764	773,663
Momentive Performance Materials, Inc. (Nautilus), Extended Term Loan, 3.62%, 5/05/15	EUR 1,053	1,212,118

7,284,241

Capital Markets 1.1%

American Capital Holdings, Term Loan,		
5.50%, 7/19/16	USD 925	928,469
HarbourVest Partners LLC, Term Loan B,		
6.25%, 12/16/16	1,508	1,506,163
Nuveen Investments, Inc.:		
Extended (First Lien), Term Loan,		
5.95% 5.96%, 5/13/17	418	418,700
Extended Term Loan, 5.92% 5.96%, 5/12/17	1,682	1,686,289

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Incremental Term Loan, 7.25%, 5/13/17	555	557,497
		5,097,118
Chemicals 4.0%		
American Rock Salt Holdings LLC, Term Loan, 5.50%, 4/25/17	2,242	2,176,618
Chemtura Corp., Exit Term Loan B, 5.50%, 8/27/16	1,300	1,303,796
Evergreen Acqco 1 LP, Term Loan B, 6.25%, 7/09/19	620	625,816
Gentek, Inc., Term Loan, 5.00% 5.75%, 10/06/15	951	946,495
INEOS US Finance LLC, 6 Year Term Loan, 6.50%, 5/04/18	4,691	4,698,212
MacDermid, Inc., Tranche C Term Loan, 2.32%, 4/11/14	EUR 612	760,883
Nexeo Solutions LLC, Term Loan B, 5.00%, 9/08/17	USD 1,605	1,561,570
PolyOne Corp., Term Loan, 5.00%, 12/20/17	657	658,670
PQ Corp., Term Loan B, 3.98%, 7/30/14	3,091	3,035,419
Styron Sarl LLC, Term Loan B, 8.00%, 8/02/17	584	543,979
Tronox Pigments (Netherlands) BV:		
Delayed Draw Term Loan, 4.25%, 2/08/18	208	207,356
Term Loan B, 4.25%, 2/08/18	762	760,306
Univar, Inc., Term Loan B, 5.00%, 6/30/17	798	792,681
		18,071,801

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments**
(continued)**BlackRock Debt Strategies Fund, Inc. (DSU)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Floating Rate Loan Interests (b)		
Commercial Services & Supplies 3.0%		
ACCO Brands Corp., Term Loan B, 4.25%, 4/30/19	USD 1,343	\$ 1,342,135
Altegrity, Inc., Tranche D Term Loan, 7.75%, 2/20/15	2,517	2,503,508
AWAS Finance Luxembourg 2012 SA, Term Loan, 5.75%, 7/16/18	440	440,000
AWAS Finance Luxembourg Sarl, Term Loan B, 5.25%, 6/10/16	822	821,673
Delos Aircraft, Inc., Term Loan B2, 4.75%, 4/12/16	975	984,750
KAR Auction Services, Inc., Term Loan B, 5.00%, 5/19/17	2,373	2,372,730
Protection One, Inc., Term Loan, 5.75%, 3/21/19	958	967,176
Synagro Technologies, Inc., Term Loan B, 2.24%, 4/02/14	869	770,779
Volume Services America, Inc., Term Loan B, 10.50% 10.75%, 9/16/16	1,769	1,768,500
West Corp., Term Loan B6, 5.75%, 6/29/18	1,600	1,605,008
		13,576,259
Communications Equipment 2.3%		
Avaya, Inc.:		
Extended Term Loan B3, 4.93%, 10/26/17	123	110,142
Term Loan B1, 3.18%, 10/24/14	2,018	1,937,696
CommScope, Inc., Term Loan, 4.25%, 1/12/18	1,481	1,480,717
Telesat Canada, Term Loan A, 4.41%, 3/28/17	CAD 2,630	2,547,959
Zayo Group, LLC, Term Loan B, 7.13%, 7/02/19	USD 4,090	4,150,082
		10,226,596
Construction & Engineering 0.9%		
BakerCorp. International, Inc., Term Loan B, 4.75%, 6/01/18	1,189	1,183,754
Safway Services LLC, First Out Term Loan, 9.00%, 12/16/17	2,750	2,750,000
		3,933,754
Construction Materials 1.0%		
HD Supply, Inc., Senior Debt B, 7.25%, 10/12/17	4,630	4,730,332
Consumer Finance 0.3%		
Springleaf Financial Funding Co., Term Loan, 5.50%, 5/10/17	1,635	1,579,001
Containers & Packaging 0.2%		
Sealed Air Corp., Term Loan B, 4.75%, 10/03/18	855	859,634
Diversified Consumer Services 2.0%		
Coinmach Service Corp., Term Loan B, 3.33%, 11/20/14	4,090	3,923,884
Education Management LLC, Term Loan C3, 8.25%, 3/29/18	1,092	960,991
Laureate Education, Inc., Extended Term Loan, 5.25%, 6/18/18	1,798	1,754,146
ServiceMaster Co.:		
Delayed Draw Term Loan, 2.74%, 7/24/14	152	151,126
Term Loan, 2.75% 2.97%, 7/24/14	1,527	1,517,633
Weight Watchers International, Inc., Term Loan F, 4.00%, 3/15/19	887	876,109
		9,183,889
Diversified Financial Services 1.4%		
Residential Capital LLC, DIP Term Loan A1, 5.00%, 11/18/13	2,035	2,040,088
Reynolds Group Holdings, Inc.:		
Term Loan B, 6.50%, 2/09/18	943	948,053

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Term Loan C, 6.50%, 8/09/18	3,376	3,418,815
		6,406,956
Diversified Telecommunication Services 2.4%		
Hawaiian Telcom Communications, Inc., Term Loan B, 7.00%, 2/28/17	2,025	2,050,312
Level 3 Financing, Inc.:		
2016 Term Loan B, 4.75%, 2/01/16	135	135,270
	Par	
Floating Rate Loan Interests (b)	(000)	Value
Diversified Telecommunication Services (concluded)		
Level 3 Financing, Inc. (concluded):		
2019 Term Loan B, 5.25%, 8/01/19	USD 110	\$ 110,161
Term Loan B2, 5.75%, 9/03/18	5,500	5,514,520
Term Loan B3, 5.75%, 8/31/18	1,500	1,503,960
US Telepacific Corp., Term Loan B, 5.75%, 2/23/17	1,490	1,423,282
		10,737,505
Electronic Equipment, Instruments & Components 0.4%		
CDW LLC, Extended Term Loan, 4.00%, 7/14/17	831	820,421
Sensata Technologies Finance Co. LLC, Term Loan, 4.00%, 5/11/18	1,148	1,149,419
		1,969,840
Energy Equipment & Services 2.0%		
Dynegy Midwest Generation LLC, Coal Co. Term Loan, 9.25%, 8/04/16	1,631	1,691,485
Dynegy Power LLC, Gas Co. Term Loan, 9.25%, 8/04/16	2,984	3,124,090
MEG Energy Corp., Term Loan B, 4.00%, 3/16/18	2,978	2,980,865
Tervita Corp., Term Loan B, 3.23%, 11/14/14	1,355	1,329,474
		9,125,914
Food & Staples Retailing 1.4%		
AB Acquisitions UK Topco 2, Term Loan B1, 3.52%, 7/09/15	GBP 3,000	4,495,603
Pilot Travel Centers LLC, Term Loan B2, 4.25%, 8/07/19	USD 860	862,150
US Foods, Inc. (FKA U.S. Foodservice, Inc.), Extended Term Loan B, 5.75%, 3/31/17	972	939,437
		6,297,190
Food Products 1.9%		
Advance Pierre Foods:		
Term Loan (First Lien), 7.00%, 9/30/16	2,550	2,561,486
Term Loan (Second Lien), 11.25%, 9/29/17	1,800	1,810,800
Del Monte Foods Co., Term Loan, 4.50%, 3/08/18	1,651	1,628,797
Pinnacle Foods Finance LLC, Term Loan E, 4.75%, 10/17/18	1,376	1,370,828
Solvest Ltd. (Dole):		
Term Loan B-2, 5.00% 6.00%, 7/06/18	400	400,708
Term Loan C-2, 5.00% 6.00%, 7/06/18	716	717,057
		8,489,676
Health Care Equipment & Supplies 3.1%		
Bausch & Lomb, Inc., Term Loan B, 5.25%, 5/17/19	2,150	2,157,159
Biomet, Inc., Term Loan B, 3.00% 3.47%, 3/25/15	200	199,476
BSN Medical Acquisition Holding GmbH, Term Loan B, 6.00%, 7/27/19	1,360	1,363,400
DJO Finance LLC:		
Extended Term Loan B2, 5.23%, 11/01/16	759	758,923
Term Loan B3, 6.25%, 9/15/17	2,334	2,336,087
Hologic, Inc., Term Loan B, 4.50%, 8/01/19	3,580	3,601,731
Hupah Finance, Inc., Term Loan B, 6.25%, 1/21/19	1,262	1,266,569
Immucor, Inc., Term Loan B, 7.25%, 8/17/18	1,509	1,514,257
LHP Hospital Group, Inc., Term Loan, 9.00%, 7/03/18	755	760,663
		13,958,265
Health Care Providers & Services 3.0%		

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ConvaTec, Inc., Term Loan, 5.75%, 12/22/16	1,766	1,768,889
DaVita, Inc.:		
Term Loan B, 4.50%, 10/20/16	1,970	1,974,925
Term Loan B2, 4.00%, 9/02/19	1,115	1,109,603
Emergency Medical Services Corp., Term Loan, 5.25%, 5/25/18	720	719,388
Harden Healthcare LLC:		
Add on Term Loan A, 7.75%, 3/02/15	1,956	1,895,429
Term Loan A, 8.50%, 3/02/15	588	576,011

See Notes to Consolidated Financial Statements.

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(continued)**BlackRock Debt Strategies Fund, Inc. (DSU)**

(Percentages shown are based on Net Assets)

	Par	Value
Floating Rate Loan Interests (b)	(000)	
Health Care Providers & Services (concluded)		
HCA, Inc.:		
Extended Term Loan B3, 3.48%, 5/01/18	USD 1,035	\$ 1,018,668
Term Loan B, 2.48%, 11/18/13	245	244,610
inVentiv Health, Inc.:		
Combined Term Loan, 6.50%, 8/04/16	411	382,649
Incremental Term Loan B-3, 6.75%, 5/15/18	1,013	944,377
Medpace, Inc., Term Loan, 6.50% 7.25%, 6/16/17	1,915	1,828,658
Sheridan Holdings, Inc., First Lien Term Loan, 6.00%, 6/29/18	345	345,286
US Renal Care, Inc., First Lien Term Loan, 6.25% 7.25%, 7/02/19	910	916,825
		13,725,318
Health Care Technology 0.9%		
IMS Health, Inc., Term Loan B, 4.50%, 8/25/17	1,969	1,974,786
Kinetic Concepts, Inc., Term Loan B, 7.00%, 5/04/18	1,303	1,314,308
MedAssets, Inc., Term Loan, 5.25%, 11/16/16	813	814,929
		4,104,023
Hotels, Restaurants & Leisure 3.6%		
Alpha D2 Ltd., Term Loan B, 5.75%, 4/28/17	1,102	1,107,969
Caesars Entertainment Operating Co., Inc.:		
Extended Term Loan B6, 5.49%, 1/26/18	330	290,090
Incremental Term Loan B4, 9.50%, 10/31/16	1,004	1,023,456
Term Loan B1, 3.24%, 1/28/15	1,934	1,834,233
Term Loan B3, 3.24% 3.46%, 1/28/15	4,276	4,055,093
Dunkin' Brands, Inc., Term Loan B2, 4.00%, 11/23/17	3,044	3,010,665
Golden Living, Term Loan, 5.00%, 5/04/18	243	231,833
OSI Restaurant Partners LLC:		
Revolver, 2.49% 4.50%, 6/14/13	15	15,145
Term Loan B, 2.56%, 6/14/14	154	152,636
Sabre, Inc., Non Extended Initial Term Loan, 2.23%, 9/30/14	372	368,324
SeaWorld Parks & Entertainment, Inc., Term Loan B, 4.00%, 8/17/17	1,468	1,468,423
Six Flags Theme Parks, Inc., Term Loan B, 4.25%, 12/20/18	790	791,849
Wendy's International, Inc., Term Loan B, 4.75%, 5/15/19	1,785	1,792,961
		16,142,677
Household Products 0.3%		
Prestige Brands, Inc., Term Loan, 5.25% 6.25%, 1/31/19	1,323	1,332,718
Independent Power Producers & Energy Traders 0.6%		
The AES Corp., Term Loan, 4.25%, 6/01/18	1,778	1,781,944
Calpine Corp., Term Loan B, 4.50%, 4/02/18	760	761,049
GenOn Energy, Inc., Term Loan B, 6.00%, 12/01/17	295	297,112
		2,840,105
Industrial Conglomerates 0.7%		
Sequa Corp.:		
Incremental Term Loan, 6.25%, 12/03/14	552	553,605

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Term Loan, 3.69% 3.72%, 12/03/14	2,643	2,625,018
		3,178,623
Insurance 0.2%		
Asurion LLC, Term Loan (First Lien), 5.50%, 5/24/18	1,067	1,069,201
Internet Software & Services 0.2%		
Web.com Group, Inc., Term Loan B, 7.00%, 10/27/17	1,133	1,127,487
IT Services 3.7%		
Ceridian Corp., Extended Term Loan, 5.99%, 5/09/17	1,568	1,567,491
	Par	
Floating Rate Loan Interests (b)	(000)	Value
IT Services (concluded)		
First Data Corp.:		
2018 Term Loan B, 4.24%, 3/23/18	USD 6,888	\$ 6,503,537
Non-Extended Term Loan B-1, 2.99%, 9/24/14	449	442,136
Non-Extended Term Loan B-3, 2.99%, 9/24/14	121	118,791
Genpact International, Inc., Term Loan B, 4.25%, 8/16/19	980	980,000
InfoGroup, Inc., Term Loan, 5.75%, 5/25/18	853	755,033
iPayment, Inc., Term Loan B, 5.75%, 5/08/17	1,028	1,028,000
Neustar, Inc., Term Loan B, 5.00%, 11/08/18	1,444	1,451,308
TransUnion LLC, Term Loan B, 5.50%, 2/12/18	3,683	3,707,541
		16,553,837
Leisure Equipment & Products 0.9%		
Eastman Kodak Co., DIP Term Loan B, 8.50%, 7/19/13	1,380	1,367,638
EB Sports Corp., Term Loan, 11.50%, 12/31/15	1,838	1,801,073
FGI Operating Company, LLC, Term Loan, 5.50% 6.50%, 4/19/19	680	682,128
		3,850,839
Machinery 2.0%		
Intelligrated, Inc., First Lien Term Loan, 6.75%, 7/30/18	800	792,000
Navistar International Corp., Term Loan B, 7.00%, 8/17/17	734	737,488
Rexnord Corp., Term Loan B, 5.00%, 4/02/18	1,027	1,030,785
Terex Corp.:		
Term Loan, 6.00%, 4/28/17	EUR 218	273,268
Term Loan B, 5.50%, 4/28/17	USD 2,032	2,041,673
Tomkins LLC, Term Loan B, 4.25%, 9/29/16	2,062	2,067,124
Wabash National Corp., Term Loan B, 6.00%, 5/02/19	1,940	1,952,263
		8,894,601
Media 9.3%		
Acosta, Inc., Term Loan B, 5.75%, 3/01/18	582	582,891
Affinion Group, Inc., Term Loan B, 5.00%, 7/16/15	349	296,324
AMC Networks, Inc., Term Loan B, 4.00%, 12/31/18	1,408	1,407,072
Capsugel Holdings US, Inc., Term Loan B, 4.75%, 8/01/18	1,424	1,425,312
Cengage Learning Acquisitions, Inc., Tranche 1 Incremental, 7.50%, 7/03/14	1,244	1,200,074
Charter Communications Operating LLC:		
Extended Term Loan C, 3.49%, 9/06/16	2,050	2,044,712
Term Loan D, 4.00%, 5/15/19	798	797,456
Clear Channel Communications, Inc.:		
Term Loan B, 3.88%, 1/28/16	2,420	1,874,054
Term Loan C, 3.88%, 1/28/16	556	423,009
Cumulus Media, Inc., First Lien Term Loan, 5.75%, 9/17/18	1,492	1,494,567
	895	901,041

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EMI Music Publishing Ltd., Term Loan B, 5.50%, 6/29/18		
Gray Television, Inc., Term Loan B, 3.75%, 12/31/14	1,212	1,205,154
Houghton Mifflin Harcourt Publishing Co., DIP Term Loan B, 7.25%, 6/01/18	1,521	1,538,301
Hubbard Broadcasting, Term Loan B, 5.25%, 4/28/17	965	965,734
Intelsat Jackson Holdings SA, Tranche B Term Loan, 5.25%, 4/02/18	7,241	7,264,096
Interactive Data Corp., Term Loan B, 4.50%, 2/12/18	1,683	1,685,457
Kabel Deutschland GmbH, Term Loan F, 4.25%, 2/01/19	2,265	2,260,900

See Notes to Consolidated Financial Statements.

Table of Contents

Consolidated Schedule of Investments (continued)

BlackRock Debt Strategies Fund, Inc. (DSU)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Floating Rate Loan Interests (b)		
Media (concluded)		
Lavena Holding 4 GmbH (Prosiebensat.1 Media AG):		
Term Loan B, 2.95%, 3/06/15	EUR 304	\$ 349,790
Term Loan C, 3.32%, 3/04/16	608	703,402
Newsday LLC, Fixed Rate Term Loan, 10.50%, 8/01/13	USD 4,250	4,273,035
Nielsen Finance LLC, Class C Term Loan, 3.49%, 5/02/16	401	400,408
Sinclair Television Group, Inc., Term Loan B, 4.00%, 10/28/16	2,042	2,040,975
Thomson Reuters (Healthcare), Inc., Term Loan B, 6.75%, 6/06/19	1,060	1,067,505
Univision Communications, Inc., Extended Term Loan, 4.48%, 3/31/17	2,389	2,309,232
UPC Broadband Holding BV, Term Loan U, 4.15%, 12/29/17	EUR 196	244,786
UPC Financing Partnership:		
Term Loan, 4.75%, 12/29/17	USD 1,050	1,053,066
Term Loan T, 3.75%, 12/30/16	255	252,611
WC Luxco Sarl, Term Loan B3, 4.25%, 3/15/18	502	499,660
Weather Channel, Term Loan B, 4.25%, 2/13/17	1,000	1,002,906
WideOpenWest Finance LLC, First Lien Term Loan, 6.25%, 7/17/18	655	654,594
		42,218,124
Metals & Mining 1.7%		
Constellium Holding Co BV, Term Loan B, 9.25%, 5/25/18	920	901,600
Novelis, Inc.:		
Incremental Term Loan B2, 4.00%, 3/10/17	1,124	1,116,261
Term Loan, 4.00%, 3/10/17	2,078	2,065,138
SunCoke Energy, Inc., Term Loan B, 4.00%, 7/26/18	1,584	1,576,083
Walter Energy, Inc., Term Loan B, 4.00%, 4/02/18	2,173	2,136,548
		7,795,630
Multiline Retail 1.3%		
99¢ Only Stores, Term Loan, 5.25%, 1/11/19	1,493	1,500,882
Hema Holding BV:		
Second Lien Term Loan, 5.14%, 1/05/17	EUR 2,900	3,419,644
Term Loan B, 2.89%, 7/06/15	357	433,171
Term Loan C, 2.14%, 7/05/16	357	435,420
		5,789,117
Oil, Gas & Consumable Fuels 1.4%		
Chesapeake Energy Corp., Unsecured Term Loan, 8.50%, 12/01/17	USD 1,930	1,934,149
Everest Acquisition LLC, Term Loan B, 5.00%, 4/24/18	1,190	1,192,975
Gibson Energy ULC, Term Loan B, 4.75%, 6/15/18	1,310	1,315,380
Obsidian Natural Gas Trust, Term Loan, 7.00%, 11/02/15	1,934	1,933,520
		6,376,024
Paper & Forest Products 0.9%		
Ainsworth Lumber Co. Ltd., Term Loan, 5.25%, 6/26/14	630	609,525
NewPage Corp., DIP Term Loan, 8.00%, 3/07/13	1,050	1,059,849
Verso Paper Finance Holdings LLC, Term Loan, 6.49% 7.24%, 2/01/13	4,820	2,410,006

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		4,079,380
Pharmaceuticals 2.0%		
Aptalis Pharma, Inc., Term Loan B, 5.50%, 2/10/17	1,773	1,766,351
Pharmaceutical Product Development, Inc., Term Loan B, 6.25%, 12/05/18	2,489	2,516,613
Quintiles Transnational Corp., Term Loan B, 5.00%, 6/08/18	772	773,652
	Par	
Floating Rate Loan Interests (b)	(000)	Value
Pharmaceuticals (concluded)		
RPI Finance Trust:		
Incremental Tranche 2, 4.00%, 11/09/18	USD 324	\$ 324,527
Term Loan Tranche 2, 4.00%, 5/09/18	568	568,465
Valeant Pharmaceuticals International, Inc.:		
Add-On Term Loan B, 4.75%, 2/13/19	1,067	1,069,801
Series A Tranche B, 4.75%, 2/13/19	505	506,172
Warner Chilcott Corp.:		
Incremental Term Loan B-1, 4.25%, 3/15/18	278	275,992
Term Loan B-1, 4.25%, 3/15/18	731	726,778
Term Loan B-2, 4.25%, 3/15/18	365	363,389
		8,891,740
Professional Services 0.9%		
Booz Allen Hamilton, Inc., Term Loan B, 4.50%, 7/31/19	1,140	1,141,425
Emdeon, Inc., Term Loan B1, 5.00%, 11/02/18	2,584	2,585,035
ON Assignment, Inc., Term Loan B, 5.00%, 5/15/19	430	427,963
		4,154,423
Real Estate Investment Trusts (REITs) 0.8%		
iStar Financial, Inc.:		
Term Loan A1, 5.00%, 6/28/13	3,423	3,425,624
Term Loan A2, 7.00%, 6/30/14	140	140,132
		3,565,756
Real Estate Management & Development 0.9%		
Realogy Corp.:		
Extended Letter of Credit Loan, 4.50%, 10/10/16	383	370,121
Extended Term Loan, 4.49%, 10/10/16	3,700	3,572,003
Stockbridge SBE Holdings LLC, Term Loan B, 13.00%, 5/02/17	300	298,500
		4,240,624
Road & Rail 0.7%		
Avis Budget Car Rental LLC, Incremental Term Loan, 6.25%, 9/21/18	612	614,922
RailAmerica, Inc., Term Loan B, 4.00%, 3/01/19	1,571	1,570,088
Road Infrastructure Investment LLC, Term Loan B, 6.25%, 3/30/18	823	818,823
		3,003,833
Semiconductors & Semiconductor Equipment 0.5%		
Freescale Semiconductor, Inc.:		
Extended Term Loan B, 4.50%, 12/01/16	1,373	1,317,319
NXP BV, Term Loan A-2, 5.50%, 3/03/17	952	963,448
		2,280,767
Software 1.9%		
Blackboard, Inc., Term Loan B, 7.50%, 10/04/18	597	586,929
Infor US, Inc. (FKA Lawson Software, Inc.), Term Loan B, 6.25%, 4/05/18	3,621	3,658,148
Sophia, LP, Term Loan B, 6.25%, 7/19/18	1,197	1,206,875
SS&C Technologies, Inc.:		

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Term Loan B-1, 5.00%, 6/07/19	1,573	1,574,813
Term Loan B-2, 5.00%, 6/07/19	163	162,912
WaveDivision Holdings LLC, Term Loan B, 5.50%, 8/23/19	1,240	1,244,625
		8,434,302

See Notes to Consolidated Financial Statements.

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Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Debt Strategies Fund, Inc. (DSU)**

(Percentages shown are based on Net Assets)

	Par	Value
Floating Rate Loan Interests (b)	(000)	
Specialty Retail 3.9%		
Academy Ltd., Term Loan, 6.00%, 8/03/18	USD 1,891	\$ 1,897,117
Bass Pro Group LLC, Term Loan, 5.25%, 6/13/17	823	828,764
Burlington Coat Factory Warehouse Corp., Term Loan B1, 5.50%, 2/23/17	519	520,169
Claire's Stores, Inc., Term Loan B, 2.98% 3.20%, 5/29/14	1,109	1,087,805
General Nutrition Centers, Inc., Term Loan B, 4.25%, 3/02/18	2,170	2,166,940
Harbor Freight Tools USA, Inc., Term Loan B, 5.50%, 11/14/17	810	808,858
Jo-Ann Stores, Inc., Term Loan, 4.75%, 3/16/18	774	772,879
Michaels Stores, Inc.: Extended Term Loan B3, 5.00%, 7/29/16	980	985,326
Term Loan B2, 5.00%, 7/29/16	862	866,756
Party City Holdings, Inc., Term Loan B, 5.75%, 7/26/19	1,505	1,511,893
PETCO Animal Supplies, Inc., Term Loan, 4.50%, 11/24/17	2,555	2,556,910
Things Remembered, Inc., Term Loan B, 8.00%, 5/24/18	1,100	1,078,000
Toys 'R Us Delaware, Inc.: Incremental Term Loan B2, 5.25%, 5/25/18	688	659,090
Term Loan, 6.00%, 9/01/16	470	461,287
Term Loan B3, 5.25%, 5/25/18	234	225,036
The Yankee Candle Co., Inc., Term Loan B, 5.25%, 4/02/19	1,062	1,066,459
		17,493,289
Textiles, Apparel & Luxury Goods 0.5%		
Ascend Performance Materials LLC, Term Loan B, 6.75%, 4/10/18	1,431	1,418,287
Wolverine Worldwide, Inc., 6.75%, Term Loan B, 6/26/19	1,010	1,016,292
		2,434,579
Wireless Telecommunication Services 1.7%		
Crown Castle International Corp., Term Loan B, 4.00%, 1/31/19	223	222,275
MetroPCS Wireless, Inc., Term Loan B-3, 4.00%, 3/16/18	1,255	1,250,309
Vodafone Americas Finance 2, Inc., Term Loan, 6.88%, 8/11/15 (f)	6,091	6,335,057
		7,807,641
Total Floating Rate Loan Interests 76.1%		344,906,043
	Beneficial Interest (000)	
Other Interests (i)		
Auto Components 0.0%		
Intermet Liquidating Trust Class A (d)	833	1
Chemicals 0.0%		
Wellman Holdings, Inc., Litigation Trust Certificate	10,000	100
Diversified Financial Services 0.3%		
JG Wentworth LLC Preferred Equity Interests (d)	1	1,454,714
Hotels, Restaurants & Leisure 0.0%		
Buffets, Inc. (d)	1,440	14

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Household Durables 0.6%

Stanley Martin, Class B Membership Units	2	2,940,570
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	Beneficial Interest (000)	Value
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Other Interests (i)

Media 0.0%

Adelphia Escrow (d)	USD 7,500	\$ 75
Adelphia Preferred Escrow (d)	5	
Adelphia Recovery Trust (d)	9,406	941
Adelphia Recovery Trust Series ACC-6B INT (d)	500	2,500

3,516

Specialty Retail 0.0%

Movie Gallery, Inc. Default Escrow (d)	21,700	217
--	--------	-----

Total Other Interests 0.9% 4,399,132

Warrants (j)

Shares

Health Care Providers & Services 0.0%

HealthSouth Corp. (Expires 1/16/14)	126,761	1
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Media 0.1%

Charter Communications, Inc. (Issued/exercisable 11/30/09, 1 Share for 1 warrant, Expires 11/30/14, Strike Price \$51.28)	12,661	366,536
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Software 0.0%

Bankruptcy Management Solutions, Inc. (Expires 9/28/17)	1,247	
HMH Holdings/EduMedia (Issued/Exercisable 3/09/10, 19 Shares for 1 Warrant, Expires 6/22/19, Strike Price \$42.27)	2,067	

Total Warrants 0.1% 366,537

Total Long-Term Investments

(Cost \$696,154,128) 143.7% 651,485,518

Short-Term Securities

BlackRock Liquidity Funds, TempFund, Institutional Class, 0.15% (k)(l)	2,038,105	2,038,105
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Total Short-Term Securities

(Cost \$2,038,105) 0.4% 2,038,105

Total Investments (Cost \$698,192,233) 144.1% 653,523,623

Liabilities in Excess of Other Assets (44.1)% (200,087,811)

Net Assets 100.0% \$ 453,435,812

(a) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration to qualified institutional investors.

(b) Variable rate security. Rate shown is as of report date.

(c) When-issued security. Unsettled when-issued transactions were as follows:

Counterparty	Value	Unrealized Appreciation
Credit Suisse Group AG	\$ 1,107,600	
Goldman Sachs Group, Inc.	\$ 734,063	\$ 9,063

(d) Non-income producing security.

(e) Issuer filed for bankruptcy and/or is in default of interest payments.

(f) Represents a payment-in-kind security which may pay interest/dividends in additional par/shares.

(g) Represents a zero-coupon bond. Rate shown reflects the current yield as of report date.

(h) Convertible security.

(i) Other interests represent beneficial interests in liquidation trusts and other reorganization or private entities.

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments (continued)****BlackRock Debt Strategies Fund, Inc. (DSU)**

(j) Warrants entitle the Fund to purchase a predetermined number of shares of common stock and are non-income producing. The purchase price and number of shares are subject to adjustment under certain conditions until the expiration date, if any.

(k) Investments in issuers considered to be an affiliate of the Fund during the six months ended August 31, 2012, for purposes of Section 2(a)(3) of the 1940 Act, were as follows:

Affiliate	Shares Held at February 29, 2012	Net Activity	Shares Held at August 31, 2012	Income
BlackRock Liquidity Funds, TempFund, Institutional Class		2,038,105	2,038,105	\$ 1,179

(l) Represents the current yield as of report date.

Foreign currency exchange contracts as of August 31, 2012 were as follows:

Currency						
Purchased		Currency Sold		Counter party	Settle ment Date	Unrealized Appreciation (Depreciation)
USD	238,119	GBP	150,000	Royal Bank of Scotland Group Plc	9/04/12	\$ (59)
USD	226,440	EUR	180,000	Deutsche Bank AG	9/05/12	36
GBP	150,000	USD	238,085	Royal Bank of Scotland Group Plc	10/17/12	58
USD	2,206,135	CAD	2,240,500	UBS AG	10/17/12	(64,703)
USD	446,528	GBP	285,000	Citigroup, Inc.	10/17/12	(5,943)
USD	133,252	GBP	85,000	Deutsche Bank AG	10/17/12	(1,696)
USD	5,352,655	GBP	3,448,000	UBS AG	10/17/12	(121,448)
USD	120,747	GBP	77,000	UBS AG	10/17/12	(1,499)
EUR	106,000	USD	131,357	Citigroup, Inc.	10/22/12	2,038
EUR	180,000	USD	226,555	Deutsche Bank AG	10/22/12	(34)
EUR	145,000	USD	179,154	UBS AG	10/22/12	3,322
USD	13,891,193	EUR	11,330,500	Citigroup, Inc.	10/22/12	(367,659)
USD	576,649	EUR	466,000	Citigroup, Inc.	10/22/12	(9,788)
USD	447,278	EUR	360,000	Citigroup, Inc.	10/22/12	(5,763)
USD	127,842	EUR	104,000	Citigroup, Inc.	10/22/12	(3,037)
USD	57,080	EUR	46,000	Royal Bank of Scotland Group Plc	10/22/12	(808)
USD	738,772	EUR	601,000	UBS AG	10/22/12	(17,556)
USD	297,515	EUR	241,000	UBS AG	10/22/12	(5,771)
USD	250,516	EUR	203,000	UBS AG	10/22/12	(4,949)
USD	167,190	EUR	136,000	UBS AG	10/22/12	(3,959)

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Total	\$	(609,218)
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For Fund 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 rating group indexes, and/or as defined by Fund management. These definitions may not apply for purposes of this report, which may combine such industry sub-classifications for reporting ease.

Fair Value Measurements Various inputs are used in determining the fair value of investments and derivative financial instruments. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial reporting purposes as follows:

Level 1 unadjusted price quotations in active markets/exchanges for identical assets and liabilities

Level 2 other observable inputs (including, but not limited to: quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

Level 3 unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instruments)

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for investments and derivative financial instruments is based on the pricing transparency of the investment and derivative financial instruments and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments other significant accounting policies, please refer to Note 1 of the Notes to Consolidated Financial Statements.

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of August 31, 2012:

	Level 1	Level 2	Level 3	Total
Assets:				
Investments:				
Long-Term Investments:				
Asset-Backed Securities			\$ 11,216,353	\$ 11,216,353
Common Stocks	\$ 2,949,459	\$ 2,070,122	4,072,027	9,091,608
Corporate Bonds		271,841,107	9,664,738	281,505,845
Floating Rate Loan Interests		308,847,920	36,058,123	344,906,043
Other Interests	3,441		4,395,691	4,399,132
Warrants	366,536		1	366,537
Short-Term Securities	2,038,105			2,038,105
Total	\$ 5,357,541	\$ 582,759,149	\$ 65,406,933	\$ 653,523,623

	Level 1	Level 2	Level 3	Total
Derivative Financial Instruments¹				
Assets:				
Foreign currency exchange contracts		\$ 5,454		\$ 5,454
Liabilities:				
Foreign currency exchange contracts		(614,672)		(614,672)
Total		\$ (609,218)		\$ (609,218)

¹ Derivative financial instruments are foreign currency exchange contracts, which are valued at the unrealized appreciation/depreciation on the instrument. Certain of the Fund's assets and liabilities are held at carrying amount, which approximates fair value for financial statement purposes. As of August 31, 2012, such assets and liabilities are categorized within the disclosure hierarchy as follows:

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	Level 1	Level 2	Level 3	Total
Assets:				
Cash	\$ 80,941			\$ 80,941
Foreign currency at value	290,567			290,567
Liabilities:				
Loan payable		\$ (195,000,000)		(195,000,000)
Total	\$ 371,508	\$ (195,000,000)		\$ (194,628,492)

There were no transfers between Level 1 and Level 2 during the six months ended August 31, 2012.

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (concluded)

BlackRock Debt Strategies Fund, Inc. (DSU)

The following table summarizes the valuation techniques used and unobservable inputs developed by the Global Valuation Committee to determine the fair value of certain of the Fund's Level 3 investments as of August 31, 2012:

	Value	Valuation Techniques	Unobservable Inputs ¹	Range of Unobservable Inputs	Weighted Average of Unobservable Inputs ²
Assets:					
Common Stocks	\$ 4,072,003	Market Comparable Companies	EBITDA Multiple	5.0x -5.9x	5.9x
			Forward EBITDA Multiple	4.6x	4.6x
			Illiquidity Discount	20%	20%
			Proforma Revenue Increase	37%	37%
Other Interests	2,940,570	Market Comparable Companies	Tangible Book Value Multiple	1.44x	1.44x
Corporate Bonds	9,110,544	Market Comparable Companies	EBITDA Multiple	5.0x	5.0x
			Illiquidity Discount	20%	20%
			Proforma Revenue Increase	37%	37%
Floating Rate Loan Interests	7,631,445	Market Comparable Companies	Yield	9.65%	9.65%
			Illiquidity Discount	50%	50%
		Cost	N/A ³		
Total⁴	\$ 23,754,562				

¹ A change to the unobservable input may result in a significant change to the value of the investment as follows:

Unobservable Input	Impact to Value if Input Increases	Impact to Value if Input Decreases
EBITDA Multiple	Increase	Decrease
Forward EBITDA Multiple	Increase	Decrease
Illiquidity Discount	Decrease	Increase
Proforma Revenue Increase	Increase	Decrease
Tangible Book Value Multiple	Increase	Decrease
Yield	Decrease	Increase

² Unobservable inputs are weighted based on the value of the investments included in the range.

³ The Fund fair values certain of its Level 3 investments using prior transaction prices (acquisition cost), although the transaction may not have occurred during the current reporting period. In such cases, these investments are generally privately held investments. There may not be a secondary market, and/or there are a limited number of investors. The determination to fair value such investments at cost is based upon factors consistent with the principles of fair value measurement that are reasonably available to the Global Valuation Committee, or its delegate. Valuations are reviewed utilizing available market information to determine if the carrying value should be adjusted. Such market data may include, but is not limited to, observations of the trading multiples of public companies considered comparable to the private companies being valued, financial or operational information released by the company, and/or news or corporate events that affect the investment. Valuations may be adjusted to account for company-specific issues, the lack of liquidity inherent in a nonpublic investment and the fact that comparable public companies are not identical to the investments being fair valued by the Fund.

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Does not include Level 3 investments with values derived utilizing prices from recent prior transactions or third party pricing information without adjustment for which such inputs are unobservable. See above valuation input table for values of such Level 3 investments. A significant change in third party pricing information could result in a significantly lower or higher value in such Level 3 investments.

A reconciliation of Level 3 investments and derivative financial instruments is presented when the Fund had a significant amount of Level 3 investments and derivative financial instruments at the beginning and/or end of period in relation to net assets. The following table is a reconciliation of Level 3 investments for which significant unobservable inputs were used in determining fair value:

	Asset-Backed Securities	Common Stocks	Corporate Bonds	Floating Rate Loan Interests	Other Interests	Warrants	Total
Assets:							
Opening balance, as of February 29, 2012	\$ 4,989,143	\$ 5,458,062	\$ 9,604,936	\$ 28,186,100	\$ 3,410,858	\$ 2	\$ 51,649,101
Transfers into Level 3 ⁵				7,215,466			7,215,466
Transfers out of Level 3 ⁶		(677,817)		(4,536,423)			(5,214,240)
Accrued discounts/ premiums	99,738		202,235	136,007			437,980
Net realized gain (loss)	(45,069)	(2,511,903)		(928,362)		(433,873)	(3,919,207)
Net change in unrealized appreciation/depreciation ⁷	56,727	1,393,580	(222,602)	956,313	984,833	433,872	3,602,723
Purchases	8,129,039	410,126	80,169	8,743,925			17,363,259
Sales	(2,013,225)	(21)		(3,714,903)			(5,728,149)
Closing Balance, as of August 31, 2012	\$ 11,216,353	\$ 4,072,027	\$ 9,664,738	\$ 36,058,123	\$ 4,395,691	\$ 1	\$ 65,406,933

⁵ As of February 29, 2012, the Fund used observable inputs in determining the value of certain investments. As of August 31, 2012, the Fund used significant unobservable inputs in determining the value of the same investments. As a result, investments with a beginning of period value of \$7,215,466 transferred from Level 2 to Level 3 in the disclosure hierarchy.

⁶ As of February 29, 2012, the Fund used significant unobservable inputs in determining the value of certain investments. As of August 31, 2012, the Fund used observable inputs in determining the value of the same investments. As a result, investments with a beginning of period value of \$5,214,140 transferred from Level 3 to Level 2 in the disclosure hierarchy.

⁷ Included in the related net change in unrealized appreciation/depreciation in the Consolidated Statements of Operations. The change in unrealized appreciation/depreciation on investments still held as of August 31, 2012 was \$271,065.

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments****BlackRock Floating Rate Income Strategies Fund II, Inc.
(FRB)**

August 31, 2012 (Unaudited)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Asset-Backed Securities		
Fraser Sullivan CLO Ltd., Series 2012-7A, Class C, 4.47%, 4/20/23 (a)(b)	USD 250	\$ 222,150
Gannett Peak CLO Ltd., Series 2006-1X, Class A2, 0.81%, 10/27/20 (b)	305	256,962
Goldentree Loan Opportunities VI Ltd., Series 2012-6A, Class D, 4.66%, 4/17/22 (a)(b)	400	363,640
Goldman Sachs Asset Management CLO Plc, Series 2007-1A, Class B, 0.89%, 8/01/22 (a)(b)	665	561,925
Highbridge Loan Management Ltd., Series 2012-1A, Class C, 5.71%, 9/20/22 (a)(b)(c)	400	369,200
ING Investment Management, Series 2012-2A, Class D, 4.99%, 10/15/22 (a)(b)	400	356,644
LCM LP, Series 11A, Class D2, 4.41%, 4/19/22 (a)(b)	425	371,875
MAPS CLO Fund LLC, Series 2005-1A, Class C, 1.42%, 12/21/17 (a)(b)	300	284,610
Race Point CLO, Series 2012-6A, Class D, 4.93%, 5/24/23 (a)(b)	275	248,518
Symphony CLO Ltd. (a)(b):		
Series 2012-10A, Class D, 5.69%, 7/23/23	400	370,000
Series 2012-9A, Class D, 4.71%, 4/16/22	500	445,600
Total Asset-Backed Securities 2.6%		3,851,124

	Shares	
Common Stocks (d)		
Auto Components 0.3%		
Delphi Automotive Plc	15,181	459,824
Chemicals 0.0%		
GEO Specialty Chemicals, Inc.	10,732	4,937
Electrical Equipment 0.0%		
Medis Technologies Ltd.	13,053	39
Semiconductors & Semiconductor Equipment 0.0%		
SunPower Corp.	1,860	8,333
Software 0.3%		
HMH Holdings/EduMedia	16,429	402,509
Total Common Stocks 0.6%		875,642

	Par	
	(000)	
Corporate Bonds		
Airlines 0.1%		
American Airlines Pass-Through Trust, Series 2011-2, Class A, 8.63%, 4/15/23	USD 143	151,220
Delta Air Lines, Inc., Series 2009-1-B, 9.75%, 6/17/18	53	57,610
		208,830
Auto Components 0.8%		
Icahn Enterprises LP:		
7.75%, 1/15/16	30	31,500
8.00%, 1/15/18	1,075	1,144,875
		1,176,375
Capital Markets 0.0%		
E*Trade Financial Corp., 2.25%, 8/31/19 (a)(e)(f)	46	39,330
Chemicals 1.3%		
GEO Specialty Chemicals, Inc. (a):		
7.50%, 3/31/15 (f)(g)	702	842,521
10.00%, 3/31/15	766	765,560
Hexion US Finance Corp., 6.63%, 4/15/20	145	146,450
INEOS Finance Plc, 8.38%, 2/15/19 (a)	125	131,563

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			1,886,094
Commercial Services & Supplies 0.3%			
ARAMARK Corp., 3.94%, 2/01/15 (b)	75		74,812
AWAS Aviation Capital Ltd., 7.00%, 10/17/16 (a)	318		335,043
Par			
Corporate Bonds	(000)		Value
Commercial Services & Supplies (concluded)			
Brickman Group Holdings, Inc., 9.13%, 11/01/18 (a)	USD 12		\$ 12,120
			421,975
Communications Equipment 0.5%			
Zayo Group LLC/Zayo Capital, Inc.:			
8.13%, 1/01/20	430		456,875
10.13%, 7/01/20	290		311,025
			767,900
Consumer Finance 0.3%			
Inmarsat Finance Plc, 7.38%, 12/01/17 (a)	425		462,187
Containers & Packaging 0.1%			
OI European Group BV, 6.88%, 3/31/17	EUR 113		146,751
Diversified Financial Services 0.8%			
Ally Financial, Inc., 2.62%, 12/01/14 (b)	USD 505		496,344
Reynolds Group Issuer, Inc.:			
7.75%, 10/15/16	EUR 200		259,736
6.88%, 2/15/21	USD 395		427,587
			1,183,667
Diversified Telecommunication Services 0.2%			
ITC Deltacom, Inc., 10.50%, 4/01/16	290		312,475
Energy Equipment & Services 0.1%			
FTS International Services LLC/ FTS International Bonds Inc., 8.13%, 11/15/18 (a)	180		185,850
Health Care Equipment & Supplies 0.2%			
DJO Finance LLC:			
10.88%, 11/15/14	144		150,300
7.75%, 4/15/18	95		86,925
			237,225
Health Care Providers & Services 0.8%			
CHS/Community Health Systems, Inc., 5.13%, 8/15/18	410		422,813
HCA, Inc., 6.50%, 2/15/20	455		499,931
Tenet Healthcare Corp., 8.88%, 7/01/19	170		193,375
			1,116,119
Health Care Technology 0.8%			
IMS Health, Inc., 12.50%, 3/01/18 (a)	980		1,151,500
Hotels, Restaurants & Leisure 0.7%			
Little Traverse Bay Bands of Odawa Indians,			
9.00%, 8/31/20 (a)	383		348,530
Travelport LLC:			
5.04%, 9/01/14 (b)	665		472,150
9.88%, 9/01/14	150		119,250
			939,930
Household Durables 0.2%			
Beazer Homes USA, Inc., 6.63%, 4/15/18 (a)	205		209,613
Independent Power Producers & Energy Traders 1.9%			
Calpine Corp., 7.25%, 10/15/17 (a)	625		668,750
Energy Future Holdings Corp., 10.00%, 1/15/20	365		402,412
Energy Future Intermediate Holding Co. LLC,			
10.00%, 12/01/20	1,510		1,694,975
			2,766,137
Industrial Conglomerates 0.5%			
Sequa Corp., 13.50%, 12/01/15 (a)	679		719,387
IT Services 0.2%			

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First Data Corp., 6.75%, 11/01/20 (a)	280	277,900
Machinery 0.1%		
UR Financing Escrow Corp., 5.75%, 7/15/18 (a)	90	95,175
Media 2.1%		
AMC Networks, Inc., 7.75%, 7/15/21	120	135,900
Checkout Holding Corp., 16.29%, 11/15/15 (a)(e)	350	213,500

See Notes to Consolidated Financial Statements.

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(continued)**BlackRock Floating Rate Income Strategies Fund II, Inc. (FRB)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Corporate Bonds		
Media (concluded)		
Clear Channel Worldwide Holdings, Inc.:		
Series A, 9.25%, 12/15/17	USD 212	\$ 229,490
Series B, 9.25%, 12/15/17	967	1,050,404
NAI Entertainment Holdings LLC, 8.25%, 12/15/17 (a)	297	331,155
Unitymedia Hessen GmbH & Co. KG, 8.13%, 12/01/17 (a)	1,000	1,082,500
		3,042,949
Oil, Gas & Consumable Fuels 0.2%		
Coffeyville Resources LLC, 9.00%, 4/01/15 (a)	144	153,360
EP Energy LLC/EP Energy Finance, Inc., 6.88%, 5/01/19 (a)	165	176,962
		330,322
Paper & Forest Products 0.1%		
Longview Fibre Paper & Packaging, Inc., 8.00%, 6/01/16 (a)	180	186,300
Pharmaceuticals 0.2%		
Valeant Pharmaceuticals International, 6.50%, 7/15/16 (a)	210	221,550
Real Estate Management & Development 0.1%		
Realogy Corp., 7.63%, 1/15/20 (a)	190	207,100
Wireless Telecommunication Services 2.2%		
Cricket Communications, Inc., 7.75%, 5/15/16	825	870,375
Digicel Group Ltd. (a):		
9.13%, 1/15/15	399	402,990
8.25%, 9/01/17	265	280,900
iPCS, Inc., 2.57%, 5/01/13 (b)	500	496,250
Sprint Nextel Corp. (a):		
9.00%, 11/15/18	400	472,000
7.00%, 3/01/20	630	689,850
		3,212,365
Total Corporate Bonds 14.8%		21,505,006
Floating Rate Loan Interests (b)		
Aerospace & Defense 1.7%		
DynCorp International, Term Loan B, 6.25%, 7/07/16	385	384,754
SI Organization, Inc., Term Loan B, 4.50%, 11/22/16	465	452,000
Spirit Aerosystems, Inc., Term Loan B, 3.75%, 4/18/19	419	419,650
TransDigm, Inc.:		
Add on Term Loan B2, 4.00%, 2/14/17	224	225,088
Term Loan B, 4.00%, 2/14/17	596	598,282
Wesco Aircraft Hardware Corp., Term Loan B, 4.25%, 4/07/17	356	356,002
		2,435,776
Airlines 0.8%		
Delta Air Lines, Inc., Credit, Term Loan B, 5.50%, 4/20/17	1,105	1,112,617
US Airways Group, Inc., Term Loan, 2.73%, 3/21/14	65	62,806

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		1,175,423
Auto Components 2.8%		
Autoparts Holdings Ltd., First Lien Term Loan, 6.50%, 7/28/17	744	729,487
Federal-Mogul Corp.: Term Loan B, 2.17% 2.18%, 12/29/14	993	947,925
Term Loan C, 2.17% 2.18%, 12/28/15	337	321,311
The Goodyear Tire & Rubber Co., Term Loan (Second Lien), 4.75%, 4/30/19	1,310	1,305,087
GPX International Tire Corp. (d)(h): Term Loan, 8.37%, 3/30/12	9	
Term Loan, 12.00%, 3/31/12	549	
	Par	
Floating Rate Loan Interests (b)	(000)	Value
Auto Components (concluded)		
Schaeffler AG, Term Loan C2, 6.00%, 1/27/17	USD 430	\$ 431,256
UCI International, Inc., Term Loan, 5.50%, 7/26/17	394	394,985
		4,130,051
Biotechnology 0.5%		
Grifols, Inc., Term Loan B, 4.50%, 6/01/17	707	708,905
Building Products 3.2%		
Armstrong World Industries, Inc., Term Loan B, 4.00%, 3/09/18	976	973,457
CPG International, Inc., Term Loan B, 6.00%, 2/18/17	936	920,544
Goodman Global, Inc., Initial Term Loan (First Lien), 5.75%, 10/28/16	2,327	2,329,131
Momentive Performance Materials, Inc. (Nautilus), Extended Term Loan, 3.62%, 5/05/15	EUR 338	389,006
		4,612,138
Capital Markets 2.0%		
American Capital Holdings, Term Loan, 5.50%, 7/19/16	USD 586	588,198
HarbourVest Partners LLC, Term Loan B, 6.25%, 12/16/16	754	753,081
Nuveen Investments, Inc.: Extended (First Lien), Term Loan, 5.95% 5.96%, 5/13/17	459	459,384
Extended Term Loan, 5.92% 5.96%, 5/12/17	916	918,479
Incremental Term Loan, 7.25%, 5/13/17	180	180,810
		2,899,952
Chemicals 6.2%		
American Rock Salt Holdings LLC, Term Loan, 5.50%, 4/25/17	711	690,381
Ashland, Inc., Term Loan B, 3.75%, 8/23/18	297	297,686
Chemtura Corp., Exit Term Loan B, 5.50%, 8/27/16	800	802,336
Evergreen Acqco 1 LP, Term Loan B, 6.25%, 7/09/19	405	408,799
Gentek, Inc., Term Loan, 5.00% 5.75%, 10/06/15	442	439,353
INEOS US Finance LLC: 3 Year Term Loan, 5.50%, 5/04/15	100	100,498
6 Year Term Loan, 6.50%, 5/04/18	2,157	2,160,487
MacDermid, Inc., Tranche C Term Loan, 2.32%, 4/11/14	EUR 250	310,993
Nexeo Solutions LLC, Term Loan B, 5.00%, 9/08/17	USD 617	600,604
PolyOne Corp., Term Loan, 5.00%, 12/20/17	214	214,567
PQ Corp., Term Loan B, 3.98%, 7/30/14	1,255	1,232,596
Styron Sarl LLC, Term Loan B, 8.00%, 8/02/17	290	270,020
Tronox Pigments (Netherlands) BV: Delayed Draw Term Loan, 4.25%, 2/08/18	180	179,566
Term Loan B, 4.25%, 2/08/18	660	658,409
Univar, Inc., Term Loan B, 5.00%, 6/30/17	687	682,789
		9,049,084
Commercial Services & Supplies 5.7%		
ACCO Brands Corp., Term Loan B, 4.25%, 4/30/19	985	984,233
Altegrity, Inc., Tranche D Term Loan, 7.75%, 2/20/15	839	834,503
ARAMARK Corp.:		

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Extended Term Loan B, 3.48%, 7/26/16	196	195,165
Extended Term Loan C, 3.48% 3.71%, 7/26/16	111	110,624
Letter of Credit, 3.50%, 7/26/16	13	12,835
Letter of Credit Facility, 3.50%, 7/26/16	9	8,911
AWAS Finance Luxembourg 2012 SA, Term Loan, 5.75%, 7/16/18	325	325,000
AWAS Finance Luxembourg Sarl, Term Loan B, 5.25%, 6/10/16	462	462,255
Delos Aircraft, Inc., Term Loan B2, 4.75%, 4/12/16	1,000	1,010,000
KAR Auction Services, Inc., Term Loan B, 5.00%, 5/19/17	1,335	1,334,661
Protection One, Inc., Term Loan, 5.75%, 3/21/19	643	649,821
Synagro Technologies, Inc., Term Loan B, 2.24%, 4/02/14	855	758,018

See Notes to Consolidated Financial Statements.

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(continued)**BlackRock Floating Rate Income Strategies Fund II, Inc. (FRB)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Floating Rate Loan Interests (b)		
Commercial Services & Supplies (concluded)		
Volume Services America, Inc., Term Loan B, 10.50% 10.75%, 9/16/16	USD 516	\$ 515,813
West Corp., Term Loan B6, 5.75%, 6/29/18	1,025	1,028,208
		8,230,047
Communications Equipment 3.5%		
Avaya, Inc.:		
Extended Term Loan B3, 4.93%, 10/26/17	148	132,128
Term Loan B1, 3.18%, 10/24/14	918	881,448
CommScope, Inc., Term Loan, 4.25%, 1/12/18	765	764,232
Telesat Canada, Term Loan A, 4.41%, 3/24/17	CAD 870	842,861
Zayo Group, LLC, Term Loan B, 7.13%, 7/02/19	USD 2,385	2,420,036
		5,040,705
Construction & Engineering 0.9%		
BakerCorp. International, Inc., Term Loan B, 4.75%, 6/01/18	426	423,891
Safway Services LLC, First Out Term Loan, 9.00%, 12/16/17	900	900,000
		1,323,891
Construction Materials 2.0%		
HD Supply, Inc., Senior Debt B, 7.25%, 10/12/17	2,885	2,947,518
Consumer Finance 0.8%		
Springleaf Financial Funding Co., Term Loan, 5.50%, 5/10/17	1,215	1,173,386
Containers & Packaging 0.5%		
Sealed Air Corp., Term Loan B, 4.75%, 10/03/18	698	701,984
Diversified Consumer Services 3.3%		
Coinmach Service Corp., Term Loan B, 3.33%, 11/20/14	1,334	1,279,396
Education Management LLC, Term Loan C3, 8.25%, 3/29/18	354	311,554
Laureate Education, Inc., Extended Term Loan, 5.25%, 6/18/18	1,168	1,139,579
ServiceMaster Co.:		
Delayed Draw Term Loan, 2.74%, 7/24/14	125	123,884
Term Loan, 2.75% 2.97%, 7/24/14	1,252	1,244,041
Weight Watchers International, Inc., Term Loan F, 4.00%, 3/15/19	688	679,524
		4,777,978
Diversified Financial Services 2.0%		
Residential Capital LLC:		
DIP Term Loan A1, 5.00%, 11/18/13	665	666,662
DIP Term Loan A2, 6.75%, 11/18/13	95	96,109
Reynolds Group Holdings, Inc.:		
Term Loan B, 6.50%, 2/09/18	684	687,707
Term Loan C, 6.50%, 8/09/18	1,398	1,415,538
		2,866,016
Diversified Telecommunication Services 4.3%		

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Hawaiian Telcom Communications, Inc., Term Loan B, 7.00%, 2/28/17	565	572,062
Integra Telecom Holdings, Inc., Term Loan B, 9.25%, 4/15/15	784	772,240
Level 3 Financing, Inc.: 2016 Term Loan B, 4.75%, 2/01/16	860	861,720
2019 Term Loan B, 5.25%, 8/01/19	705	706,029
Term Loan B2, 5.75%, 9/03/18	1,800	1,804,752
Term Loan B3, 5.75%, 8/31/18	650	651,716
US Telepacific Corp., Term Loan B, 5.75%, 2/23/17	890	850,140

Par 6,218,659

Floating Rate Loan Interests (b)	(000)	Value
----------------------------------	-------	-------

Electronic Equipment, Instruments & Components 0.9%		
CDW LLC, Extended Term Loan, 4.00%, 7/14/17	USD 591	\$ 583,252
Flextronics International Ltd. Delay Draw: Term Loan A-2, 2.48%, 10/01/14	20	20,202
Term Loan A-3, 2.48%, 10/01/14	24	23,569
Sensata Technologies Finance Co. LLC, Term Loan, 4.00%, 5/11/18	701	701,572

1,328,595

Energy Equipment & Services 2.9%		
Dynegy Midwest Generation LLC, Coal Co. Term Loan, 9.25%, 8/04/16	517	536,375
Dynegy Power LLC, Gas Co. Term Loan, 9.25%, 8/04/16	674	705,440
MEG Energy Corp., Term Loan B, 4.00%, 3/16/18	1,737	1,738,838
Tervita Corp.: Incremental Term Loan, 6.50%, 10/17/14	403	402,640
Term Loan B, 3.23%, 11/14/14	866	850,105

4,233,398

Food & Staples Retailing 1.6%		
Alliance Boots Holdings Ltd., Term Loan B1, 3.52%, 7/09/15	GBP 675	1,011,511
Pilot Travel Centers LLC, Term Loan B2, 4.25%, 8/07/19	USD 555	556,387
US Foods, Inc. (FKA U.S. Foodservice, Inc.), Extended Term Loan B, 5.75%, 3/31/17	719	695,295

2,263,193

Food Products 3.0%		
Advance Pierre Foods: Term Loan (First Lien), 7.00%, 9/30/16	922	926,376
Term Loan (Second Lien), 11.25%, 9/29/17	655	658,930
Del Monte Foods Co., Term Loan, 4.50%, 3/08/18	1,225	1,208,397
Michael Foods Group, Inc., Term Loan B, 4.25%, 2/23/18	143	142,801
Pinnacle Foods Finance LLC: Extended Term Loan B, 3.75%, 10/03/16	50	49,055
Term Loan E, 4.75%, 10/17/18	593	590,928
Solvest Ltd. (Dole): Term Loan B-2, 5.00% 6.00%, 7/06/18	298	298,362
Term Loan C-2, 5.00% 6.00%, 7/06/18	533	533,913

4,408,762

Health Care Equipment & Supplies 5.3%		
Bausch & Lomb, Inc., Term Loan B, 5.25%, 5/17/19	1,520	1,525,062
Biomet, Inc., Term Loan B, 3.23% 3.47%, 3/25/15	361	360,261
BSN Medical Acquisition Holding GmbH, Term Loan B, 6.00%, 7/27/19	440	441,100
DJO Finance LLC: Extended Term Loan B2, 5.23%, 11/01/16	223	222,858
Term Loan B3, 6.25%, 9/15/17	1,197	1,197,994
Hologic, Inc., Term Loan B, 4.50%, 8/01/19	2,010	2,022,201
Hupah Finance, Inc., Term Loan B, 6.25%, 1/21/19	409	410,509
Iasis Healthcare LLC, Term Loan, 5.00%, 5/03/18	402	395,452
Immucor, Inc., Term Loan B, 6.00%, 8/17/18	948	951,392
LHP Hospital Group, Inc., Term Loan, 9.00%, 7/03/18	245	246,837

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		7,773,666
Health Care Providers & Services 4.9%		
Community Health Systems, Inc., Extended Term Loan B, 3.92% 3.96%, 1/25/17	48	48,166
ConvaTec, Inc., Term Loan, 5.75%, 12/22/16	678	678,876
DaVita, Inc.:		
Term Loan B, 4.50%, 10/20/16	1,031	1,033,345
Term Loan B2, 4.00%, 9/02/19	720	716,515

See Notes to Consolidated Financial Statements.

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Table of Contents**Consolidated Schedule of Investments**
(continued)**BlackRock Floating Rate Income Strategies Fund II, Inc. (FRB)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Floating Rate Loan Interests (b)		
Health Care Providers & Services (concluded)		
Emergency Medical Services Corp., Term Loan, 5.25%, 5/25/18	USD 759	\$ 757,672
Harden Healthcare LLC:		
Add on Term Loan A, 7.75%, 3/02/15	517	500,679
Term Loan A, 8.50%, 3/02/15	294	288,005
HCA, Inc.:		
Extended Term Loan B3, 3.48%, 5/01/18	270	265,739
Tranche B-2 Term Loan, 3.71%, 3/31/17	368	362,671
inVentiv Health, Inc.:		
Combined Term Loan, 6.50%, 8/04/16	365	339,483
Incremental Term Loan B-3, 6.75%, 5/15/18	510	475,981
Medpace, Inc., Term Loan, 6.50% 7.25%, 6/16/17	622	594,314
Sheridan Holdings, Inc., First Lien Term Loan, 6.00%, 6/29/18	345	345,286
US Renal Care, Inc., First Lien Term Loan, 6.24% 7.25%, 7/02/19	590	594,425
Vanguard Health Holding Co. II LLC (Vanguard Health Systems, Inc.), Term Loan B, 5.00%, 1/29/16	69	69,781
		7,070,938
Health Care Technology 1.4%		
IMS Health, Inc., Term Loan B, 4.50%, 8/25/17	634	635,550
Kinetic Concepts, Inc., Term Loan B, 7.00%, 5/04/18	1,055	1,064,228
MedAssets, Inc., Term Loan, 5.25%, 11/16/16	368	369,342
		2,069,120
Hotels, Restaurants & Leisure 7.1%		
Alpha D2 Ltd., Term Loan B, 5.75%, 4/28/17	713	716,921
Ameristar Casinos, Inc., Term Loan B, 4.00%, 4/16/18	637	637,870
Boyd Gaming Corp., Incremental Term Loan, 6.00%, 12/17/15	439	442,278
Caesars Entertainment Operating Co., Inc.:		
Extended Term Loan B6, 5.49%, 1/26/18	105	92,301
Incremental Term Loan B4, 9.50%, 10/31/16	668	680,882
Term Loan B1, 3.24%, 1/28/15	133	126,349
Term Loan B3, 3.24% 3.46%, 1/28/15	2,720	2,579,499
DineEquity, Inc., Term Loan B, 4.25% 5.25%, 10/19/17	37	37,169
Dunkin' Brands, Inc., Term Loan B2, 4.00%, 11/23/17	1,287	1,273,485
Golden Living, Term Loan, 5.00%, 5/04/18	166	158,891
OSI Restaurant Partners LLC:		
Revolver, 2.49% 4.50%, 6/14/13	5	4,900
Term Loan B, 2.56%, 6/14/14	50	49,382
Sabre, Inc., Non Extended Initial Term Loan, 2.23%, 9/30/14	169	166,848
SeaWorld Parks & Entertainment, Inc., Term Loan B, 4.00%, 8/17/17	506	506,320
Six Flags Theme Parks, Inc., Term Loan B, 4.25%, 12/20/18	800	801,872
Station Casinos, Inc., Term Loan B1, 3.23%, 6/17/16	455	431,960
Twin River Worldwide Holdings, Inc., Term Loan, 8.50%, 11/05/15	375	376,550
Wendy's International, Inc., Term Loan B, 4.75%, 5/15/19	1,235	1,240,508

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		10,323,985
Household Products 0.5%		
Prestige Brands, Inc., Term Loan, 5.25% 6.25%, 1/31/19	676	681,455
Independent Power Producers & Energy		
Traders 0.9%		
The AES Corp., Term Loan, 4.25%, 6/01/18	988	989,969
Calpine Corp., Term Loan B, 4.50%, 4/02/18	245	245,338
GenOn Energy, Inc., Term Loan B, 6.00%, 12/01/17	140	141,004
		1,376,311
	Par	
Floating Rate Loan Interests (b)	(000)	Value
Industrial Conglomerates 1.9%		
Sequa Corp.:		
Incremental Term Loan, 6.25%, 12/03/14	USD 229	\$ 229,122
Term Loan, 3.69% 3.72%, 12/03/14	2,541	2,523,804
		2,752,926
Insurance 0.7%		
Asurion LLC, Term Loan (First Lien), 5.50%, 5/24/18	346	346,896
CNO Financial Group, Inc., Term Loan B, 6.25%, 9/30/16	731	732,639
		1,079,535
Internet Software & Services 0.4%		
Web.com Group, Inc., Term Loan B, 7.00%, 10/27/17	605	601,963
IT Services 5.5%		
Ceridian Corp., Extended Term Loan, 5.99%, 5/09/17	800	799,990
First Data Corp.:		
2018 Term Loan B, 4.24%, 3/23/18	3,314	3,129,373
Non-Extended Term Loan B-1, 2.99%, 9/24/14	159	156,565
Non-Extended Term Loan B-3, 2.99%, 9/24/14	45	44,349
Genpact International, Inc., Term Loan B, 4.25%, 8/16/19	875	875,000
InfoGroup, Inc., Term Loan, 5.75%, 5/25/18	376	332,527
iPayment, Inc., Term Loan B, 5.75%, 5/08/17	358	357,500
Neustar, Inc., Term Loan B, 5.00%, 11/08/18	466	468,807
SunGard Data Systems, Inc. (Solar Capital Corp.), Term Loan, 3.86% 4.06%, 2/26/16	161	160,488
TransUnion LLC, Term Loan B, 5.50%, 2/12/18	1,720	1,731,384
		8,055,983
Leisure Equipment & Products 0.8%		
Eastman Kodak Co., DIP Term Loan B, 8.50%, 7/19/13	595	589,972
FGI Operating Company, LLC, Term Loan, 5.50% 6.50%, 4/19/19	595	596,862
		1,186,834
Machinery 2.8%		
Intelligent, Inc., First Lien Term Loan, 6.75%, 7/30/18	500	495,000
Navistar International Corp., Term Loan B, 7.00%, 8/17/17	499	500,903
Rexnord Corp., Term Loan B, 5.00%, 4/02/18	373	374,591
Terex Corp.:		
Term Loan, 6.00%, 4/28/17	EUR 69	86,949
Term Loan B, 5.50%, 4/28/17	USD 690	693,599
Tomkins LLC, Term Loan B, 4.25%, 9/29/16	1,282	1,285,281
Wabash National Corp., Term Loan B, 6.00%, 5/02/19	628	632,353
		4,068,676
Media 16.4%		
Acosta, Inc., Term Loan B, 5.75%, 3/01/18	270	270,835

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Affinion Group, Inc., Term Loan B, 5.00%, 7/15/15	287	243,775
AMC Entertainment, Inc., Term Loan B3, 4.25%, 2/22/18	373	373,498
AMC Networks, Inc., Term Loan B, 4.00%, 12/31/18	891	890,448
Atlantic Broadband Finance LLC, 1st Lien Term Loan, 5.25%, 4/04/19	535	535,503
BBHI Acquisition LLC (FKA Bresnan Telecommunications Co. LLC), Term Loan B, 4.50%, 12/14/17	1,378	1,381,445
Capsugel Holdings US, Inc., Term Loan B, 4.75%, 8/01/18	664	665,146
Catalina Marketing Corp., Extended Term Loan B, 5.73%, 9/29/17	618	609,557
Cengage Learning Acquisitions, Inc.: Non-Extended Term Loan, 2.49%, 7/03/14	185	170,637
Tranche 1 Incremental, 7.50%, 7/03/14	490	473,176

See Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Schedule of Investments**
(continued)**BlackRock Floating Rate Income Strategies Fund II, Inc. (FRB)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Floating Rate Loan Interests (b)		
Media (concluded)		
Charter Communications Operating LLC:		
Extended Term Loan C, 3.49%, 9/06/16	USD 891	\$ 888,894
Term Loan D, 4.00%, 5/15/19	347	346,676
Clarke American Corp., Term Facility B, 2.73% 2.96%, 6/30/14	106	94,971
Clear Channel Communications, Inc.:		
Term Loan B, 3.88%, 1/28/16	1,003	776,623
Term Loan C, 3.88%, 1/28/16	182	138,507
Cumulus Media, Inc., First Lien Term Loan, 5.75%, 9/17/18	701	702,447
EMI Music Publishing Ltd., Term Loan B, 5.50%, 6/29/18	515	518,476
Gray Television, Inc., Term Loan B, 3.75%, 12/31/14	731	726,965
Houghton Mifflin Harcourt Publishing Co., DIP Term Loan B, 7.25%, 6/01/18	499	504,361
Hubbard Broadcasting, Term Loan B, 5.25%, 4/28/17	438	438,970
Intelsat Jackson Holdings SA, Tranche B Term Loan, 5.25%, 4/02/18	3,172	3,182,279
Interactive Data Corp., Term Loan B, 4.50%, 2/12/18	1,535	1,536,740
Kabel Deutschland GmbH, Term Loan F, 4.25%, 2/01/19	860	858,443
Lavena Holding 4 GmbH (Prosiebensat.1 Media AG), Term Loan B, 2.95%, 3/06/15	EUR 304	349,790
LIN Television Corp., Term Loan B, 5.00%, 12/21/18	USD 373	375,226
Newsday LLC, Fixed Rate Term Loan, 10.50%, 8/01/13	1,325	1,332,181
Nielsen Finance LLC, Class B Term Loan, 3.99%, 5/02/16	724	726,271
Sinclair Television Group, Inc., Term Loan B, 4.00%, 10/28/16	640	639,696
Thomson Reuters (Healthcare), Inc., Term Loan B, 6.75%, 6/06/19	695	699,921
Univision Communications, Inc., Extended Term Loan, 4.48%, 3/31/17	986	952,754
UPC Broadband Holding BV, Term Loan U, 4.15%, 12/29/17	EUR 210	262,893
UPC Financing Partnership:		
Term Loan, 4.75%, 12/29/17	USD 530	531,548
Term Loan T, 3.75%, 12/30/16	95	94,110
WC Luxco Sarl, Term Loan B3, 4.25%, 3/15/18	212	210,383
Weather Channel, Term Loan B, 4.25%, 2/13/17	962	965,597
WideOpenWest Finance LLC, First Lien Term Loan, 6.25%, 7/17/18	595	594,631
		24,063,373
Metals & Mining 2.6%		
Constellium Holding Co. BV, Term Loan B, 9.25%, 5/25/18	590	578,200
Novelis, Inc., Term Loan, 4.00%, 3/10/17	1,322	1,313,681
SunCoke Energy, Inc., Term Loan B, 4.00%, 7/26/18	495	492,526
Walter Energy, Inc., Term Loan B, 4.00%, 4/02/18	1,478	1,453,044
		3,837,451
Multiline Retail 1.3%		
99¢ Only Stores, Term Loan, 5.25%, 1/11/19	597	600,353
Dollar General Corp., Tranche B-2 Term Loan, 2.98%, 7/07/14	360	361,067
Hema Holding BV:		

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Term Loan B, 2.89%, 7/06/15	EUR	203	245,464
Term Loan C, 2.14%, 7/05/16		203	246,738
The Neiman Marcus Group, Inc., Term Loan, 4.75%, 5/16/18	USD	485	485,000
			1,938,622
Oil, Gas & Consumable Fuels 2.3%			
Chesapeake Energy Corp., Unsecured Term Loan, 8.50%, 12/01/17		1,060	1,062,279
Everest Acquisition LLC, Term Loan B1, 5.00%, 4/24/18		755	756,888
	Par		
Floating Rate Loan Interests (b)			
	(000)		Value
Oil, Gas & Consumable Fuels (concluded)			
Gibson Energy ULC, Term Loan B, 4.75%, 6/15/18	USD	881	\$ 883,970
Obsidian Natural Gas Trust, Term Loan, 7.00%, 11/02/15		618	618,239
			3,321,376
Paper & Forest Products 0.8%			
Ainsworth Lumber Co. Ltd., Term Loan, 5.25%, 6/26/14		200	193,500
NewPage Corp., DIP Term Loan, 8.00%, 3/07/13		250	252,345
Verso Paper Finance Holdings LLC, Term Loan, 6.49% 7.24%, 2/01/13		1,520	760,203
			1,206,048
Pharmaceuticals 4.1%			
Aptalis Pharma, Inc., Term Loan B, 5.50%, 2/10/17		1,283	1,277,940
Pharmaceutical Product Development, Inc., Term Loan B, 6.25%, 12/05/18		1,593	1,610,294
Quintiles Transnational Corp., Term Loan B, 5.00%, 6/08/18		673	674,466
RPI Finance Trust:			
Incremental Tranche 2, 4.00%, 11/09/18		110	109,840
Term Loan Tranche 2, 4.00%, 5/09/18		494	494,516
Valeant Pharmaceuticals International, Inc.:			
Add-On Term Loan B, 4.75%, 2/13/19		678	679,310
Series A Tranche B, 4.75%, 2/13/19		495	496,148
Warner Chilcott Corp.:			
Incremental Term Loan B-1, 4.25%, 3/15/18		117	116,207
Term Loan B-1, 4.25%, 3/15/18		308	306,012
Term Loan B-2, 4.25%, 3/15/18		154	153,006
			5,917,739
Professional Services 1.4%			
Booz Allen Hamilton, Inc., Term Loan B, 4.50%, 7/31/19		740	740,925
Emdeon, Inc., Term Loan B1, 5.00%, 11/02/18		931	931,544
ON Assignment, Inc., Term Loan B, 5.00%, 5/15/19		306	304,329
			1,976,798
Real Estate Investment Trusts (REITs) 0.8%			
iStar Financial, Inc.:			
Term Loan A1, 5.00%, 6/28/13		1,185	1,186,350
Term Loan A2, 7.00%, 6/30/14		35	35,033
			1,221,383
Real Estate Management & Development 1.6%			
Mattamy Funding Partnership, Term Loan B, 2.69%, 4/11/13		225	221,802
Realogy Corp.:			
Extended Letter of Credit Loan, 4.50%, 10/10/16		103	99,281
Extended Synthetic Letter of Credit, 3.25%, 10/10/13		29	26,904
Extended Term Loan, 4.48%, 10/10/16		1,971	1,902,900
Stockbridge SBE Holdings LLC, Term Loan B, 13.00%, 5/02/17		100	99,500

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		2,350,387
Road & Rail	0.7%	
Avis Budget Car Rental LLC, Incremental Term Loan, 6.25%, 9/21/18	316	317,379
RailAmerica, Inc., Term Loan B, 4.00%, 3/01/19	509	508,410
Road Infrastructure Investment LLC, Term Loan B, 6.25%, 3/30/18	269	267,978
		1,093,767

See Notes to Consolidated Financial Statements.

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Table of Contents**Consolidated Schedule of Investments**
(continued)**BlackRock Floating Rate Income Strategies Fund II, Inc. (FRB)**

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Floating Rate Loan Interests (b)		
Semiconductors & Semiconductor Equipment 0.9%		
Freescall Semiconductor, Inc., Extended Term Loan B, 4.50%, 12/01/16	USD 869	\$ 833,242
NXP BV, Term Loan A-2, 5.50%, 3/03/17	446	451,476
		1,284,718
Software 3.7%		
Blackboard, Inc., Term Loan B, 7.50%, 10/04/18	294	288,573
Infor US, Inc. (FKA Lawson Software, Inc.), Term Loan B, 6.25%, 4/05/18	2,040	2,060,857
Sophia, LP, Term Loan B, 6.25%, 7/19/18	738	744,240
SS&C Technologies, Inc.:		
Term Loan B-1, 5.00%, 6/07/19	1,028	1,029,174
Term Loan B-2, 5.00%, 6/07/19	106	106,466
Vertafore, Inc., Term Loan B, 5.25%, 7/29/16	355	354,248
WaveDivision Holdings LLC, Term Loan B, 5.50%, 8/23/19	800	802,984
		5,386,542
Specialty Retail 6.6%		
Academy Ltd., Term Loan, 6.00%, 8/03/18	896	898,634
Bass Pro Group LLC, Term Loan, 5.25%, 6/13/17	644	648,582
Burlington Coat Factory Warehouse Corp., Term Loan B1, 5.50%, 2/23/17	173	173,423
Claire's Stores, Inc., Term Loan B, 2.98% 3.20%, 5/29/14	926	908,258
General Nutrition Centers, Inc., Term Loan B, 4.25%, 3/02/18	985	983,611
The Gymboree Corp., Term Loan, 5.00%, 2/23/18	146	141,494
Harbor Freight Tools USA, Inc., Term Loan B, 5.50%, 11/14/17	525	524,260
Jo-Ann Stores, Inc., Term Loan, 4.75%, 3/16/18	362	361,984
Michaels Stores, Inc.:		
Extended Term Loan B3, 5.00%, 7/29/16	392	394,015
Term Loan B2, 5.00%, 7/29/16	701	704,503
Party City Holdings, Inc., Term Loan B, 5.75%, 7/26/19	975	979,465
PETCO Animal Supplies, Inc., Term Loan, 4.50%, 11/24/17	1,125	1,125,709
Things Remembered, Inc., Term Loan B, 8.00%, 5/24/18	360	352,800
Toys 'R Us Delaware, Inc.:		
Incremental Term Loan B2, 5.25%, 5/25/18	242	231,414
Term Loan, 6.00%, 9/01/16	300	294,271
Term Loan B3, 5.25%, 5/25/18	110	105,336
The Yankee Candle Co., Inc., Term Loan B, 5.25%, 4/02/19	728	731,000
		9,558,759
Textiles, Apparel & Luxury Goods 1.2%		
Ascend Performance Materials LLC, Term Loan B, 6.75%, 4/10/18	1,057	1,047,654
Wolverine Worldwide, Inc., Term Loan B, 6.75%, 6/26/19	660	664,112
		1,711,766
Wireless Telecommunication Services 1.7%		
Crown Castle International Corp., Term Loan B, 4.00%, 1/31/19	317	316,122
MetroPCS Wireless, Inc.:		
Term Loan B-3, 4.00%, 3/16/18	146	145,501

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Tranche B-2 Term Loan, 4.07%, 11/03/16	474	473,170
Vodafone Americas Finance 2, Inc. (g):		
Term Loan, 6.88%, 8/11/15	1,211	1,259,443
Term Loan B, 6.25%, 7/11/16	309	315,562

		2,509,798
Total Floating Rate Loan Interests 126.9%		184,945,380

	Beneficial Interest (000)	Value
Other Interests (i)		
Chemicals 0.0%		
Wellman Holdings, Inc., Litigation Trust Certificate	USD 2,000	\$ 20
Diversified Financial Services 0.3%		
J.G. Wentworth LLC Preferred Equity Interests (d)	(j)	365,704
Total Other Interests 0.3%		365,724

	Shares	
Warrants (k)		
Software 0.0%		
HMH Holdings/EduMedia (Issued/Exercisable 3/09/10, 19 Shares for 1 Warrant, Expires 6/22/19, Strike Price \$42.27)	613	
Total Long-Term Investments		
(Cost \$211,136,977) 145.2%		211,542,876

Short-Term Securities		
BlackRock Liquidity Funds, TempFund, Institutional Class, 0.15% (l)(m)	1,481,869	1,481,869
Total Short-Term Securities		

(Cost \$1,481,869) 1.0%		1,481,869
-------------------------	--	-----------

	Contracts	
Options Purchased		
Over-the-Counter Call Options 0.0%		
Marsico Parent Superholdco LLC, Strike Price USD 942.86, Expires 12/14/19, Broker Goldman Sachs Group, Inc.	11	
Total Options Purchased		
(Cost \$10,755) 0.0%		
Total Investments (Cost \$212,629,601) 146.2%		213,024,745
Liabilities in Excess of Other Assets (46.2)%		(67,347,038)
Net Assets 100.0%		\$ 145,677,707

(a) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration to qualified institutional investors.

(b) Variable rate security. Rate shown is as of report date.

(c) When-issued security. Unsettled when-issued transaction was as follows:

Counterparty	Value	Unrealized Appreciation
Credit Suisse Group AG	\$ 369,200	

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- (d) Non-income producing security.
- (e) Represents a zero-coupon bond. Rate shown reflects the current yield as of report date.
- (f) Convertible security.
- (g) Represents a payment-in-kind security which may pay interest/dividends in additional par/shares.
- (h) Issuer filed for bankruptcy and/or is in default of principal and/or interest payments.
- (i) Other interests represent beneficial interests in liquidation trusts and other reorganization or private entities.
- (j) Amount is less than \$500.
- (k) Warrants entitle the Fund to purchase a predetermined number of shares of common stock and are non-income producing. The purchase price and number of shares are subject to adjustment under certain conditions until the expiration date, if any.

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

**BlackRock Floating Rate Income Strategies Fund II, Inc.
(FRB)**

(l) Investments in issuers considered to be an affiliate of the Fund during the six months ended August 31, 2012, for purposes of Section 2(a)(3) of the 1940 Act, were as follows:

Affiliate	Shares Held at February 29, 2012	Net Activity	Shares Held at August 31, 2012	Income
BlackRock Liquidity Funds, TempFund, Institutional Class	2,382,746	(900,877)	1,481,869	\$ 445

(m) Represents the current yield as of report date.

Foreign currency exchange contracts as of August 31, 2012 were as follows:

Currency				Settle ment Date	Unrealized Depreciation
Purchased	Currency Sold		Counter party		
USD 768,036	CAD	780,000	UBS AG	10/17/12	\$ (22,525)
USD 70,504	GBP	45,000	Citigroup, Inc.	10/17/12	(938)
USD 871,669	GBP	561,500	UBS AG	10/17/12	(19,778)
USD 2,150,404	EUR	1,754,000	Citigroup, Inc.	10/22/12	(56,915)
Total					\$ (100,156)

Credit default swaps on traded indexes buy protection outstanding as of August 31, 2012 were as follows:

Index	Pay Fixed Rate	Counterparty	Expiration Date	Notional Amount (000)	Unrealized Depreciation
Dow Jones CDX North	5.00%	JPMorgan &	6/20/17	\$ 1,906	\$ (77,373)
America High Yield		Chase Co.			
Index Series 18					

For Fund 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 rating group indexes, and/or as defined by Fund management. These definitions may not apply for purposes of this report, which may combine such industry sub-classifications for reporting ease.

Fair Value Measurements Various inputs are used in determining the fair value of investments and derivative financial instrument. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial statement purposes as follows:

Level 1 unadjusted price quotations in active markets/exchanges for identical assets and liabilities

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Level 2 other observable inputs (including, but not limited to: quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

Level 3 unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instrument)

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for investments and derivative financial instruments is based on the pricing transparency of the investments and derivative financial instruments and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments and other significant accounting policies, please refer to Note 1 of the Notes to Consolidated Financial Statements.

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of August 31, 2012:

	Level 1	Level 2	Level 3	Total
Assets:				
Investments:				
Long-Term Investments:				
Asset-Backed Securities			\$ 3,851,124	\$ 3,851,124
Common Stocks	\$ 468,196	\$ 402,509	4,937	875,642
Corporate Bonds		19,548,395	1,956,611	21,505,006
Floating Rate Loan Interests		172,570,323	12,375,057	184,945,380
Other Interests			365,724	365,724
Warrants				
Short-Term Securities	1,481,869			1,481,869
Total	\$ 1,950,065	\$ 192,521,227	\$ 18,553,453	\$ 213,024,745

	Level 1	Level 2	Level 3	Total
Derivative Financial Instruments ¹				
Liabilities:				
Foreign currency exchange contracts		\$ (100,156)		\$ (100,156)
Interest rate contracts		(77,373)		(77,373)
Total		\$ (177,529)		\$ (177,529)

¹ Derivative financial instruments are foreign currency exchange contracts and swaps, which are valued at the unrealized appreciation/depreciation on the instrument.

Certain of the Fund's assets and liabilities are held at carrying amount, which approximates fair value for financial statement purposes. As of August 31, 2012, such assets and liabilities are categorized within the disclosure hierarchy as follows:

	Level 1	Level 2	Level 3	Total
Assets:				
Cash	\$ 3,216			\$ 3,216
Foreign currency at value	35,669			35,669
Liabilities:				
Loan payable		\$ (63,000,000)		(63,000,000)
Total	\$ 38,885	\$ (63,000,000)		\$ (62,961,115)

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There were no transfers between Level 1 and Level 2 during the six months ended August 31, 2012.

See Notes to Consolidated Financial Statements.

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Table of Contents**Consolidated Schedule of Investments (concluded)****BlackRock Floating Rate Income Strategies Fund II, Inc.
(FRB)**

The following table summarizes the valuation techniques used and unobservable inputs developed by the Global Valuation Committee to determine the fair value of certain of the Fund's Level 3 investments as of August 31, 2012:

	Value	Valuation Techniques	Unobservable Inputs ¹	Range of Unobservable Inputs	Weighted Average of Unobservable Inputs ²
Assets:					
Common Stocks	\$ 4,937	Market Comparable Companies	EBITDA Multiple	5.0x	5.0x
			Illiquidity Discount	20%	20%
			Proforma Revenue Increase	37%	37%
Corporate Bonds	1,608,081	Market Comparable Companies	EBITDA Multiple	5.0x	5.0x
			Illiquidity Discount	20%	20%
			Proforma Revenue Increase	37%	37%
Floating Rate Loan Interests	2,448,888	Market Comparable Companies	Illiquidity Discount	50%	50%
			Yield	9.65%	9.65%
		Cost	N/A ³		
Total⁴	\$ 4,061,906				

¹ A change to the unobservable inputs may result in a significant change to the value of the investment as follows:

Unobservable Input	Impact to Value if Input Increases	Impact to Value if Input Decreases
EBITDA Multiple	Increase	Decrease
Illiquidity Discount	Decrease	Increase
Proforma Revenue Increase	Increase	Decrease
Yield	Decrease	Increase

² Unobservable inputs are weighted based on the value of the investments included in the range.

³ The Fund fair values certain of its Level 3 investments using prior transaction prices (acquisition cost), although the transaction may not have occurred during the current reporting period. In such cases, these investments are generally privately held investments. There may not be a secondary market, and/or there are a limited number of investors. The determination to fair value such investments at cost is based upon factors consistent with the principles of fair value measurement that are reasonably available to the Global Valuation Committee, or its delegate. Valuations are reviewed utilizing available market information to determine if the carrying value should be adjusted. Such market data may include, but is not limited to, observations of the trading multiples of public companies considered comparable to the private companies being valued, financial or operational information released by the company, and/or news or corporate events that affect the investment. Valuations may be adjusted to account for company-specific issues, the lack of liquidity inherent in a nonpublic investment and the fact that comparable public companies are not identical to the investments being fair valued by the Fund.

⁴ Does not include Level 3 investments with values derived utilizing prices from recent prior transactions or third party pricing information without adjustment for which such inputs are unobservable. See above valuation input table for values of such Level 3 investments. A significant change in third party pricing information could result in a significantly lower or higher value in such Level 3 investments.

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A reconciliation of Level 3 investments and derivative financial instruments is presented when the Fund had a significant amount of Level 3 investments and derivative financial instruments at the beginning and/or end of period in relation to net assets. The following table is a reconciliation of Level 3 investments for which significant unobservable inputs were used in determining fair value:

	Asset-Backed Securities	Common Stocks	Corporate Bonds	Floating Rate Loan Interests	Other Interests	Total
Assets:						
Opening balance, as of February 29, 2012	\$ 3,012,124	\$ 16,744	\$ 1,863,100	\$ 9,442,927	\$ 311,546	\$ 14,646,441
Transfers into Level 3 ⁵				2,698,968		2,698,968
Transfers out of Level 3 ⁶				(2,006,150)		(2,006,150)
Accrued discounts/premiums	20,211		32,997	(70,340)		(17,132)
Net realized gain (loss)	(45,594)	(669,326)		(278,193)		(993,113)
Net change in unrealized appreciation/depreciation ⁷	169,049	657,525	(14,486)	487,360	54,178	1,353,626
Purchases	2,776,459		75,000	3,992,590		6,844,049
Sales	(2,081,125)	(6)		(1,892,105)		(3,973,236)
Closing Balance, as of August 31, 2012	\$ 3,851,124	\$ 4,937	\$ 1,956,611	\$ 12,375,057	\$ 365,724	\$ 18,553,453

⁵ As of February 29, 2012, the Fund used observable inputs in determining the value of certain investments. As of August 31, 2012, the Fund used significant unobservable inputs in determining the value of the same investments. As a result, investments with a beginning of period value of \$2,698,968 transferred from Level 2 to Level 3 in the disclosure hierarchy.

⁶ As of February 29, 2012, the Fund used significant unobservable inputs in determining the value of certain investments. As of August 31, 2012, the Fund used observable inputs in determining the value of the same investments. As a result, investments with a beginning of period value of \$2,006,150 transferred from Level 3 to Level 2 in the disclosure hierarchy.

⁷ Included in the related net change in unrealized appreciation/depreciation in the Consolidated Statements of Operations. The change in unrealized appreciation/depreciation on investments still held as of August 31, 2012 was \$242,680

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments
August 31, 2012 (Unaudited)

BlackRock Senior High Income Fund, Inc. (ARK)
(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Asset-Backed Securities		
CSAM Funding, Series 2A, Class B1, 7.05%, 10/15/16 (a)	USD 500	\$ 505,200
Fraser Sullivan CLO Ltd., Series 2012-7A, Class C, 4.47%, 4/20/23 (a)(b)	405	359,883
Gannett Peak CLO Ltd., Series 2006-1X, Class A2, 0.81%, 10/27/20 (b)	495	417,038
Goldentree Loan Opportunities VI Ltd., Series 2012-6A, Class D, 4.66%, 4/17/22 (a)(b)	650	590,915
Greyrock CDO Ltd., Series 2005-1X, Class A2L, 0.85%, 11/15/17 (b)	1,025	906,817
Highbridge Loan Management Ltd., Series 2012-1A, Class C, 5.71%, 9/20/22 (a)(b)(c)	650	599,950
ING Investment Management, Series 2012-2A, Class D, 4.99%, 10/15/22 (a)(b)	675	601,837
LCM LP (a)(b):		
Series 11A, Class D2, 4.41%, 4/19/22	700	612,500
Series 9A, Class E, 4.66%, 7/14/22	500	387,550
Symphony CLO Ltd. (a)(b):		
Series 2012-9A, Class D, 4.71%, 4/16/22	525	467,880
Series 2012-10A, Class D, 5.69%, 7/23/23	650	601,250
Total Asset-Backed Securities 2.5%		6,050,820

	Shares	
Common Stocks (d)		
Chemicals 0.0%		
GEO Specialty Chemicals, Inc.	142,466	65,534
Containers & Packaging 0.1%		
Smurfit Kappa Plc	18,171	148,244
Metals & Mining 0.1%		
Euramax International	935	199,445
Paper & Forest Products 0.5%		
Ainsworth Lumber Co. Ltd.	547,756	1,200,257
Software 0.3%		
HMH Holdings/EduMedia	30,022	735,532
Total Common Stocks 1.0%		2,349,012

	Par	
	(000)	
Corporate Bonds		
Aerospace & Defense 0.5%		
Huntington Ingalls Industries, Inc., 7.13%, 3/15/21	USD 425	460,063
Kratos Defense & Security Solutions, Inc., 10.00%, 6/01/17	692	736,980
		1,197,043
Airlines 0.2%		
American Airlines Pass-Through Trust, Series 2011-2, Class A, 8.63%, 4/15/23	325	344,617
Delta Air Lines, Inc., Series 2009-1-B, 9.75%, 6/17/18	85	92,176
		436,793
Auto Components 1.3%		
Delphi Corp., 6.13%, 5/15/21	290	319,000
Icahn Enterprises LP:		
7.75%, 1/15/16	110	115,500
8.00%, 1/15/18	2,065	2,199,225
Titan International, Inc., 7.88%, 10/01/17	490	513,275
Venture Holdings Co. LLC (d)(e):		
12.00%, 7/01/49	700	

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Series B, 9.50%, 7/01/05	3,325	
		3,147,000
Biotechnology 0.0%		
QHP Royalty Sub LLC, 10.25%, 3/15/15 (a)	24 Par	23,903
Corporate Bonds (000)		Value
Building Products 0.4%		
Building Materials Corp. of America (a):		
7.00%, 2/15/20	USD 485	\$ 525,013
6.75%, 5/01/21	410	447,925
		972,938
Capital Markets 0.6%		
E*Trade Financial Corp., 12.50%, 11/30/17 (f)	935	1,067,069
KKR Group Finance Co. LLC, 6.38%, 9/29/20 (a)	280	316,946
		1,384,015
Chemicals 4.4%		
Ashland, Inc., 4.75%, 8/15/22 (a)	255	255,638
Celanese US Holdings LLC, 5.88%, 6/15/21	745	823,225
GEO Specialty Chemicals, Inc.:		
7.50%, 3/31/15 (f)(g)	1,869	2,242,348
10.00%, 3/31/15	1,839	1,838,720
Hexion US Finance Corp., 6.63%, 4/15/20	470	474,700
Huntsman International LLC, 8.63%, 3/15/21	395	452,275
INEOS Finance Plc (a):		
8.38%, 2/15/19	805	847,262
7.50%, 5/01/20	195	198,900
LyondellBasell Industries NV:		
6.00%, 11/15/21	535	609,900
5.75%, 4/15/24	935	1,058,887
NOVA Chemicals Corp., 8.63%, 11/01/19	300	342,000
Orion Engineered Carbons Bondco GmbH,		
9.63%, 6/15/18 (a)	400	422,000
Tronox Finance LLC, 6.38%, 8/15/20 (a)	1,075	1,085,750
		10,651,605
Commercial Banks 0.6%		
CIT Group, Inc.:		
5.00%, 5/15/17	330	344,025
5.50%, 2/15/19 (a)	760	792,300
5.00%, 8/15/22	250	251,894
		1,388,219
Commercial Services & Supplies 1.2%		
ARAMARK Holdings Corp., 8.63%, 5/01/16 (a)(f)	330	337,841
AWAS Aviation Capital Ltd., 7.00%, 10/17/16 (a)	500	527,399
Brickman Group Holdings, Inc., 9.13%, 11/01/18 (a)	25	25,250
Clean Harbors, Inc., 5.25%, 8/01/20 (a)	226	231,933
Covanta Holding Corp., 6.38%, 10/01/22	420	459,216
The Geo Group, Inc., 7.75%, 10/15/17	450	487,687
Mead Products LLC/ACCO Brands Corp.,		
6.75%, 4/30/20 (a)	328	346,860
Mobile Mini, Inc., 7.88%, 12/01/20	335	359,287
West Corp., 8.63%, 10/01/18	165	167,475
		2,942,948
Communications Equipment 0.4%		
Hughes Satellite Systems Corp., 6.50%, 6/15/19	320	342,800
Zayo Group LLC/Zayo Capital, Inc., 8.13%, 1/01/20	700	743,750
		1,086,550
Construction Materials 0.5%		
HD Supply, Inc., 8.13%, 4/15/19 (a)	1,095	1,188,075

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Consumer Finance 0.2%

Ford Motor Credit Co. LLC:

7.00%, 4/15/15	140	155,845
6.63%, 8/15/17	300	344,875

500,720

Containers & Packaging 1.1%

Ardagh Packaging Finance Plc (a):

7.38%, 10/15/17	200	214,250
9.13%, 10/15/20	300	312,000

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Senior High Income Fund, Inc. (ARK)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Corporate Bonds		
Containers & Packaging (concluded)		
Ball Corp., 6.75%, 9/15/20	USD 325	\$ 359,125
Berry Plastics Corp., 8.25%, 11/15/15	540	568,350
Crown Americas LLC, 6.25%, 2/01/21	535	591,175
Sealed Air Corp. (a):		
8.13%, 9/15/19	405	450,562
8.38%, 9/15/21	80	90,000
		2,585,462
Distributors 0.2%		
VWR Funding, Inc., 7.25%, 9/15/17 (a)(c)	383	387,788
Diversified Consumer Services 0.1%		
ServiceMaster Co., 8.00%, 2/15/20	125	133,281
Diversified Financial Services 3.1%		
Ally Financial, Inc.:		
8.30%, 2/12/15	3,670	4,073,700
8.00%, 11/01/31	230	271,975
8.00%, 11/01/31	370	439,188
CNG Holdings, Inc., 9.38%, 5/15/20 (a)	260	265,200
DPL, Inc., 7.25%, 10/15/21 (a)	95	108,300
Reynolds Group Issuer, Inc.:		
7.13%, 4/15/19	560	603,400
9.88%, 8/15/19	965	1,020,487
6.88%, 2/15/21	500	541,250
8.25%, 2/15/21	100	98,250
WMG Acquisition Corp., 9.50%, 6/15/16	105	114,713
		7,536,463
Diversified Telecommunication Services 1.4%		
ITC Deltacom, Inc., 10.50%, 4/01/16	520	560,300
Level 3 Financing, Inc.:		
4.47%, 2/15/15 (b)	1,295	1,282,050
8.13%, 7/01/19	1,130	1,183,675
7.00%, 6/01/20 (a)	244	242,780
		3,268,805
Electric Utilities 0.1%		
Mirant Mid Atlantic Pass Through Trust, Series B,		
9.13%, 6/30/17	248	266,562
Electrical Equipment 0.1%		
Belden, Inc., 5.50%, 9/01/22 (a)	190	190,475
Energy Equipment & Services 2.5%		
Calfrac Holdings LP, 7.50%, 12/01/20 (a)	920	901,600
Compagnie Générale de Géophysique, Veritas, 6.50%, 6/01/21	1,105	1,150,581
FTS International Services LLC/FTS International Bonds Inc., 8.13%, 11/15/18 (a)	625	645,312
Gulfmark Offshore, Inc., 6.38%, 3/15/22 (a)	70	71,400
Hornbeck Offshore Services, Inc., 5.88%, 4/01/20	140	142,800
Key Energy Services, Inc., 6.75%, 3/01/21	380	386,650
MEG Energy Corp. (a):		
6.50%, 3/15/21	490	515,725
6.38%, 1/30/23	165	172,013
Oil States International, Inc., 6.50%, 6/01/19	270	286,875
Peabody Energy Corp., 6.25%, 11/15/21 (a)	1,090	1,109,075
Precision Drilling Corp.:		

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6.63%, 11/15/20	65	68,250
6.50%, 12/15/21	445	467,250
		5,917,531
Food Products 0.4%		
Constellation Brands, Inc., 6.00%, 5/01/22	245	275,319
Post Holdings, Inc., 7.38%, 2/15/22 (a)	250	263,438
Smithfield Foods, Inc., 6.63%, 8/15/22	367	375,716
		914,473
	Par	
Corporate Bonds	(000)	Value
Health Care Equipment & Supplies 0.7%		
Biomet, Inc., 6.50%, 8/01/20 (a)	USD 279	\$ 289,462
DJO Finance LLC:		
10.88%, 11/15/14	150	156,562
8.75%, 3/15/18 (a)	115	122,188
7.75%, 4/15/18	30	27,450
Fresenius Medical Care US Finance II, Inc. (a):		
5.63%, 7/31/19	360	384,750
5.88%, 1/31/22	340	361,250
Teleflex, Inc., 6.88%, 6/01/19	250	267,500
		1,609,162
Health Care Providers & Services 3.2%		
Aviv Healthcare Properties LP, 7.75%, 2/15/19	365	379,600
CHS/Community Health Systems, Inc.:		
5.13%, 8/15/18	185	190,781
7.13%, 7/15/20	176	184,360
DaVita, Inc., 5.75%, 8/15/22	362	376,480
HCA, Inc.:		
8.50%, 4/15/19	25	28,188
6.50%, 2/15/20	1,030	1,131,712
7.88%, 2/15/20	1,174	1,310,477
5.88%, 3/15/22	785	835,044
Hologic, Inc., 6.25%, 8/01/20 (a)	516	546,315
Omnicare, Inc., 7.75%, 6/01/20	695	766,238
Tenet Healthcare Corp.:		
10.00%, 5/01/18	430	494,500
8.88%, 7/01/19	1,015	1,154,562
Vanguard Health Holding Co. II LLC, 7.75%, 2/01/19 (a)	300	312,750
		7,711,007
Health Care Technology 0.8%		
IMS Health, Inc., 12.50%, 3/01/18 (a)	1,730	2,032,750
Hotels, Restaurants & Leisure 1.4%		
Affinity Gaming LLC/Affinity Gaming Finance Corp., 9.00%, 5/15/18 (a)	125	127,187
Caesars Entertainment Operating Co., Inc.:		
11.25%, 6/01/17	140	150,850
8.50%, 2/15/20 (a)	675	665,719
Caesars Operating Escrow LLC, 9.00%, 2/15/20 (a)	709	705,455
Carlson Wagonlit BV, 6.88%, 6/15/19 (a)	200	208,000
Choice Hotels International, Inc., 5.75%, 7/01/22	90	96,525
Diamond Resorts Corp., 12.00%, 8/15/18	540	574,425
Little Traverse Bay Bands of Odawa Indians,		
9.00%, 8/31/20 (a)	282	256,620
Tropicana Entertainment LLC, 9.63%, 12/15/14 (d)(e)	220	
Wynn Las Vegas LLC, 5.38%, 3/15/22 (a)	468	478,530
		3,263,311
Household Durables 0.7%		
Beazer Homes USA, Inc., 6.63%, 4/15/18 (a)	340	347,650
Libbey Glass, Inc., 6.88%, 5/15/20 (a)	90	95,962
Standard Pacific Corp., 8.38%, 1/15/21	1,120	1,248,800
		1,692,412

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Independent Power Producers & Energy Traders 3.5%		
The AES Corp.:		
7.75%, 10/15/15	155	175,150
9.75%, 4/15/16	674	805,430
7.38%, 7/01/21	70	80,150
Calpine Corp. (a):		
7.25%, 10/15/17	350	374,500
7.50%, 2/15/21	190	210,900
Energy Future Holdings Corp., 10.00%, 1/15/20	775	854,438
Energy Future Intermediate Holding Co. LLC,		
10.00%, 12/01/20	4,160	4,669,600
GenOn REMA LLC, 9.24%, 7/02/17	207	222,785

See Notes to Consolidated Financial Statements.

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Consolidated Schedule of Investments (continued)

BlackRock Senior High Income Fund, Inc. (ARK)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
Corporate Bonds		
Independent Power Producers & Energy Traders (concluded)		
Laredo Petroleum, Inc.:		
9.50%, 2/15/19	USD 495	\$ 561,825
7.38%, 5/01/22	185	198,875
QEP Resources, Inc., 5.38%, 10/01/22	178	182,450
		8,336,103
Industrial Conglomerates 1.5%		
Sequa Corp. (a):		
11.75%, 12/01/15	1,430	1,501,500
13.50%, 12/01/15	1,930	2,045,776
		3,547,276
Insurance 0.6%		
CNO Financial Group, Inc., 9.00%, 1/15/18 (a)	851	930,781
Genworth Financial, Inc., 7.63%, 9/24/21	370	378,066
MPL 2 Acquisition Canco, Inc., 9.88%, 8/15/18 (a)	220	196,900
		1,505,747
IT Services 1.1%		
Ceridian Corp., 8.88%, 7/15/19 (a)	520	557,700
First Data Corp.:		
7.38%, 6/15/19 (a)	445	459,462
6.75%, 11/01/20 (a)	460	456,550
8.25%, 1/15/21 (a)	651	645,304
12.63%, 1/15/21	288	291,600
SunGard Data Systems, Inc., 7.63%, 11/15/20	315	337,838
		2,748,454
Machinery 0.9%		
UR Financing Escrow Corp. (a):		
5.75%, 7/15/18	462	488,565
7.38%, 5/15/20	300	318,000
7.63%, 4/15/22	1,245	1,344,600
		2,151,165
Media 6.6%		
AMC Networks, Inc., 7.75%, 7/15/21	190	215,175
Cengage Learning Acquisitions, Inc., 11.50%, 4/15/20 (a)	500	526,250
Checkout Holding Corp., 16.03%, 11/15/15 (a)(h)	570	347,700
Cinemark USA, Inc., 8.63%, 6/15/19	195	218,400
Clear Channel Worldwide Holdings, Inc.:		
Series A, 9.25%, 12/15/17	340	368,050
Series B, 9.25%, 12/15/17	4,301	4,671,961
Series B, 7.63%, 3/15/20	952	923,440
DISH DBS Corp., 5.88%, 7/15/22 (a)	795	800,963
Intelsat Jackson Holdings SA, 7.25%, 10/15/20 (a)	1,450	1,562,375
Interactive Data Corp., 10.25%, 8/01/18	810	913,275
Lamar Media Corp., 5.88%, 2/01/22	255	270,300
NAI Entertainment Holdings LLC, 8.25%, 12/15/17 (a)	476	530,740
Nielsen Finance LLC, 7.75%, 10/15/18	640	720,000
ProQuest LLC, 9.00%, 10/15/18 (a)	220	201,850

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Unitymedia Hessen GmbH & Co. KG:		
8.13%, 12/01/17 (a)	1,500	1,623,750
7.50%, 3/15/19	540	584,291
Virgin Media Secured Finance Plc, 6.50%, 1/15/18	1,250	1,362,500

15,841,020

Metals & Mining 1.4%

FMG Resources August 2006 Property Ltd. (a):		
6.88%, 2/01/18	340	323,850
6.88%, 4/01/22	155	142,600
Global Brass and Copper, Inc., 9.50%, 6/01/19 (a)	255	268,388
Kaiser Aluminum Corp., 8.25%, 6/01/20 (a)	190	201,400
New Gold, Inc., 7.00%, 4/15/20 (a)	65	68,413
Novelis, Inc., 8.75%, 12/15/20	1,895	2,117,662
RathGibson, Inc., 11.25%, 2/15/14 (d)(e)	2,175	

Par

Corporate Bonds	(000)	Value
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Metals & Mining (concluded)

Steel Dynamics, Inc., 6.38%, 8/15/22 (a)	USD 205	\$ 212,175
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3,334,488

Multiline Retail 0.1%

Dollar General Corp., 4.13%, 7/15/17	127	132,080
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Oil, Gas & Consumable Fuels 6.7%

Access Midstream Partners LP, 6.13%, 7/15/22	415	430,562
Alpha Natural Resources, Inc.:		
6.00%, 6/01/19 USD	245	220,500
6.25%, 6/01/21	180	161,100
Berry Petroleum Co., 6.38%, 9/15/22	180	191,700
Chaparral Energy, Inc., 7.63%, 11/15/22 (a)	115	121,613
Chesapeake Energy Corp.:		
7.25%, 12/15/18	25	26,188
6.63%, 8/15/20	265	272,287
6.88%, 11/15/20	150	155,625
6.13%, 2/15/21	235	233,238
Coffeyville Resources LLC, 9.00%, 4/01/15 (a)	105	111,825
Concho Resources, Inc., 5.50%, 10/01/22	210	216,825
Consol Energy, Inc.:		
8.25%, 4/01/20	1,110	1,196,025
6.38%, 3/01/21	230	227,700
Crosstex Energy LP:		
8.88%, 2/15/18	55	58,713
7.13%, 6/01/22 (a)	195	194,025
Denbury Resources, Inc., 8.25%, 2/15/20	26	29,510
Energy XXI Gulf Coast, Inc., 7.75%, 6/15/19	665	706,562
EP Energy LLC/EP Energy Finance, Inc.,		
6.88%, 5/01/19 (a)	235	252,037
Hilcorp Energy I LP, 7.63%, 4/15/21 (a)	1,105	1,215,500
Holly Energy Partners LP, 6.50%, 3/01/20 (a)	80	83,600
Kodiak Oil & Gas Corp., 8.13%, 12/01/19 (a)	320	340,000
Linn Energy LLC:		
6.25%, 11/01/19 (a)	1,460	1,441,750
8.63%, 4/15/20	190	205,200
7.75%, 2/01/21	485	505,612
MarkWest Energy Partners LP, 5.50%, 2/15/23	115	117,588
Newfield Exploration Co.:		
5.75%, 1/30/22	135	147,825
5.63%, 7/01/24	630	683,550
Northern Oil and Gas, Inc., 8.00%, 6/01/20 (a)	265	270,300
Oasis Petroleum, Inc.:		
7.25%, 2/01/19	135	142,425
6.50%, 11/01/21	155	158,100
Offshore Group Investments Ltd.:		
11.50%, 8/01/15 (a)	425	469,625