

Medley Capital Corp
Form 4
December 16, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Taube Brook

(Last) (First) (Middle)

C/O MEDLEY CAPITAL
CORPORATION, 280 PARK
AVENUE, 6TH FLOOR EAST

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Medley Capital Corp [MCC]

3. Date of Earliest Transaction
(Month/Day/Year)

12/14/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price		
Common Stock, par value \$0.001 per share	12/14/2016		P		99,136	A \$ 7.1924 (2)	1,976,860	I By Medley Seed Funding I LLC (1)
Common Stock, par value \$0.001 per share	12/15/2016		P		99,136	A \$ 7.2346 (3)	2,075,996	I By Medley Seed Funding I LLC (1)
	12/16/2016		P		90,838	A	2,166,834	I

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Common Stock, par value \$0.001 per share	\$ 7.3085 (4)			By Medley Seed Funding I LLC (1)
Common Stock, par value \$0.001 per share		190,000	I	See Footnote (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Taube Brook C/O MEDLEY CAPITAL CORPORATION 280 PARK AVENUE, 6TH FLOOR EAST NEW YORK, NY 10017	X Chief Executive Officer

Signatures

/s/ Brook Taube 12/16/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On 12/14/2016, 12/15, 2016 and 12/16/2016, Medley Seed Funding I LLC, a limited liability company controlled by Medley LLC, 99,136, 99,136 and 90,838 shares of Medley Capital Corporation common stock, respectively. The reporting person, together with Seth Taube, controls Medley LLC. The reporting person disclaims beneficial ownership of the reported shares of common stock except to the extent of his pecuniary interest therein.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.12 to \$7.27, inclusive. The reporting person undertakes to provide to Medley Capital Corporation, any security holder of Medley Capital Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.16 to \$7.30, inclusive. The reporting person undertakes to provide to Medley Capital Corporation, any security holder of Medley Capital Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.26 to \$7.38, inclusive. The reporting person undertakes to provide to Medley Capital Corporation, any security holder of Medley Capital Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.26 to \$7.38, inclusive. The reporting person undertakes to provide to Medley Capital Corporation, any security holder of Medley Capital Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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