

Medley Capital Corp  
Form 4  
December 16, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Taube Seth

(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)

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 <u>(4)</u>		By Medley Seed Funding I LLC <u>(1)</u>
Common Stock, par value \$0.001 per share		142,510 I	See Footnote <u>(5)</u>
Common Stock, par value \$0.001 per share		35,000 I	See Footnote <u>(6)</u>

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

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(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... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

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

## Signatures

/s/ Seth 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, purchased 99,136, 99,136 and 90,838 shares of Medley Capital Corporation common stock, respectively. The reporting person, together with Brook 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) These securities are held by a trust for the benefit of the Reporting Person's family, for which the Reporting Person serves as a trustee.

(6) These securities are held by The Seth and Angie Taube Foundation, Inc., which is a 501(c)(3) charitable organization.

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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