

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Taube Seth</u> (Last) (First) (Middle) <u>C/O MEDLEY LLC</u> <u>280 PARK AVENUE, 6TH FLOOR EAST</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Medley Capital Corp [MCC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/25/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/25/2019		S		1,778,588	D	(2)	5,978,350	I	By Medley Seed Funding I LLC ⁽¹⁾
Common Stock, par value \$0.001 per share	10/28/2019		S		5,978,350	D	(2)	0	I	By Medley Seed Funding I LLC ⁽¹⁾
Common Stock, par value \$0.001 per share								142,510	I	See Footnote ⁽³⁾
Common Stock, par value \$0.001 per share								35,000	I	See Footnote ⁽⁴⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Prior to October 28, 2019, Medley Seed Funding I LLC, a limited liability company controlled by Medley LLC, held 7,756,938 shares of common stock acquired pursuant to a Master Investment Agreement, dated as of June 3, 2016 (the "Master Investment Agreement"), among Medley LLC, Medley Seed Funding I LLC, Medley Seed Funding II LLC, Medley Seed Funding III LLC, DB MED Investor I LLC and DB MED Investor II LLC. The Reporting Person, together with Brook Taube, controls Medley LLC and previously disclaimed beneficial ownership of the reported shares of common stock except to the extent of his pecuniary interest therein. On October 25, 2019 and October 28, 2019, in accordance with its obligations under the Master Investment Agreement, Medley Seed Funding I LLC distributed 1,778,588 and 5,978,350 shares of common stock, respectively, held by it to DB MED Investor I LLC. As a result of the foregoing, Medley Seed Funding I LLC does not beneficially own any shares of common Stock.
- The disposition of shares of common stock was in connection with the Master Investment Agreement as described in footnote (1) and there was no consideration paid in connection with the disposition reported herein.
- 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.
- These securities are held by The Seth and Angie Taube Foundation, Inc., which is a 501(c)(3) charitable organization.

/s/ Seth Taube

10/29/2019

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.