

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

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 11, 2014

Medley Capital Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of incorporation)

1-35040
(Commission File Number)

27-4576073
(I.R.S. Employer Identification No.)

375 Park Avenue, 33rd Floor
New York, NY 10152
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(212) 759-0777**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On February 11, 2014, Medley Capital Corporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). The following three proposals were considered at the Annual Meeting: (1) the election of Brook Taube, John E. Mack and Karin Hirtler-Garvey as Class III directors to serve until the Company’s 2017 Annual Meeting of Stockholders; (2) the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2014; and (3) the authorization for the Company to sell shares of its common stock at a price or prices below the Company’s then current net asset value per share in one or more offerings, subject to certain conditions as set forth in the proxy statement (including, without limitation, that the number of shares issued does not exceed 25% of the Company’s then outstanding common stock, at a price below, but no more than 20% below, its then current net asset value).

Stockholders of record at the close of business on December 16, 2013, were entitled to vote at the Annual Meeting. As of December 16, 2013, there were 40,199,813 shares of the Company’s common stock outstanding and entitled to vote. A quorum consisting of 34,806,695 shares of the Company’s common stock were present or represented at the Annual Meeting.

The final voting results for each of the proposals submitted to a vote of stockholders and approved at the Annual Meeting are set forth below. Both such proposals were approved by the requisite vote. The Company has issued a press release announcing the results of the Annual Meeting, which is included as Exhibit 99.1 to this Form 8-K.

The Annual Meeting was adjourned until 10:00 a.m. Eastern Time on March 6, 2014, in order to provide additional time to solicit proxies for Proposal Number 3, the approval to authorize the Company to sell shares of its common stock at a price below the then current net asset value per share.

Proposal 1. The election of Brook Taube, John E. Mack and Karin Hirtler-Garvey as Class III directors to serve until the Company’s 2017 Annual Meeting of Stockholders:

Director Nominee	Votes For	Votes Witheld	Broker Non-Votes
Brook Taube	19,818,721	717,562	14,270,412
John E. Mack	20,163,345	372,398	14,270,412
Karin Hirtler-Garvey	20,158,018	378,265	14,270,412

Proposal 2. The ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2014:

Votes For	Votes Against	Votes Abstained
34,454,606	207,655	144,434

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 11, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 11, 2014

MEDLEY CAPITAL CORPORATION

By: /s/ Richard T. Allorto, Jr.

Name: Richard T. Allorto, Jr.

Title: Chief Financial Officer

Medley Capital Corporation Announces Stockholders' Meeting Results and Intention to Reconvene on March 6, 2014

New York, NY (February 11, 2014) - Medley Capital Corporation (NYSE: MCC) (the "Company") announced today the results of its annual meeting of stockholders (the "Annual Meeting") held on February 11, 2014.

At the Annual Meeting, Brook Taube, John E. Mack and Karin Hirtler-Garvey were re-elected to the Company's Board of Directors. Each director re-elected will serve a term that expires at the Company's 2017 Annual Meeting or until his or her successor is elected and qualified. In addition, the stockholders ratified the selection of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2014.

To permit additional time to solicit stockholder votes for the third proposal found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 3, 2014 (the "Proxy"), the proposal to authorize the Company, with the approval of its board of directors, to sell shares of its common stock at a price or prices below the Company's then current net asset value per share in one or more offerings, subject to certain conditions as set forth in the proxy statement (including, without limitation, that the number of shares issued does not exceed 25% of the Company's then outstanding common stock, at a price below, but no more than 20% below, its then current net asset value), the Company's Annual Meeting was adjourned and scheduled to reconvene on March 6, 2014 at 10:00 a.m. (Eastern Time). You will be able to virtually attend the reconvened Annual Meeting, vote and submit your questions via live webcast by visiting www.virtualshareholdermeeting.com/MCC2014. Prior to the reconvened Annual Meeting, you will be able to vote electronically at www.proxyvote.com. You will also be able to participate via telephone. The telephone number for participation at the reconvened Annual Meeting is 1-866-524-3159. Stockholders who have not voted or wish to change their vote on the third proposal found in the Proxy are encouraged to do so promptly.

ABOUT MEDLEY CAPITAL CORPORATION

The Company is an externally-managed, non-diversified closed-end management investment company that has filed an election to be treated as a business development company under the Investment Company Act of 1940, as amended. The Company's investment objective is to generate both current income and capital appreciation, primarily through investments in privately negotiated debt and equity securities of middle market companies. The Company is a direct lender targeting private debt transactions ranging in size from \$10 to \$50 million to borrowers principally located in North America. The Company's investment activities are managed by its investment adviser, MCC Advisors LLC, which is an investment adviser registered under the Investment Advisers Act of 1940, as amended.

ABOUT MCC ADVISORS LLC

MCC Advisors LLC, an affiliate of Medley LLC ("Medley"), is a registered investment adviser under the Investment Advisers Act of 1940, as amended. Medley specializes in credit investing, including direct private lending and corporate credit related strategies and provides first lien, second lien and unitranche term loans to lower middle-market and middle-market companies with an investment size between \$7-50 million. Medley will support acquisition and growth financings, leveraged buyouts, management buyouts, bank debt restructurings, CAPEX, Chapter 11 exit financing and DIP financing. Medley is headquartered in New York with offices in San Francisco.

FORWARD-LOOKING STATEMENTS

Statements other than statements of historical facts included in this press release may constitute forward-looking statements and are not guarantees of future performance or results and involve a number of assumptions, risks and uncertainties, which change over time. Actual results may differ materially from those anticipated in any forward-looking statements as a result of a number of factors, including those described from time to time in filings by the Company with the Securities and Exchange Commission. The Company undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this press release.

SOURCE: Medley Capital Corporation

Contact:
Richard T. Allorto
212.759.0777
