

**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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	05/22/2017		P		133,549	A	\$6.1482 <sup>(2)</sup>	3,577,169	I	By Medley Seed Funding I LLC <sup>(1)</sup>
Common Stock, par value \$0.001 per share	05/23/2017		P		124,927	A	\$6.1313 <sup>(3)</sup>	3,702,096	I	By Medley Seed Funding I LLC <sup>(1)</sup>
Common Stock, par value \$0.001 per share	05/24/2017		P		133,549	A	\$6.106 <sup>(4)</sup>	3,835,645	I	By Medley Seed Funding I LLC <sup>(1)</sup>
Common Stock, par value \$0.001 per share								142,510	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.001 per share								35,000	I	See Footnote <sup>(6)</sup>

**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)					

**Explanation of Responses:**

- On 05/22/2017, 05/23/2017 and 05/24/2017, Medley Seed Funding I LLC, a limited liability company controlled by Medley LLC, purchased 133,549, 124,927, and 133,549 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.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.07 to \$6.18, 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.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.08 to \$6.17, 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.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$5.99 to \$6.20, 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.
- 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

05/24/2017

\*\* 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.**