

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

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**MEDLEY CAPITAL CORPORATION**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
    - (1) Title of each class of securities to which transaction applies:
    - (2) Aggregate number of securities to which transaction applies:
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
    - (4) Proposed maximum aggregate value of transaction:
    - (5) Total fee paid:
  - Fee paid previously with preliminary materials
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
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**Stockholder Notice**  
**This is an**  
**IMPORTANT**  
**MESSAGE**  
to stockholders of  
Medley Capital Corporation

The Annual Meeting of Stockholders of Medley Capital Corporation will be held on **June 4, 2019**.

Stockholder proxy materials are being mailed to you for your review.

You can also review information about the Annual Stockholders Meeting online at: [www.viewproxy.com/mcc/2019am](http://www.viewproxy.com/mcc/2019am)



**MEDLEY**  
CAPITAL CORPORATION



**ATTENTION**  
**Medley**  
**Capital**  
**Corporation**  
**Stockholders**

You are invited to review the stockholder proxy material posted on our website in advance of the Annual Stockholders Meeting on **June 4, 2019**.

Please go online now to view the proxy statement:  
[www.viewproxy.com/mcc/2019am](http://www.viewproxy.com/mcc/2019am)

**MEDLEY**  
CAPITAL CORPORATION

Medley Capital Corporation has filed with the SEC and mailed to stockholders a proxy statement on or about May 9, 2019. INVESTORS ARE URGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING AND THE PROPOSALS TO BE CONSIDERED AND VOTED UPON BY STOCKHOLDERS. These materials are also available free of charge at [www.sec.gov](http://www.sec.gov) and [www.medleycapitalcorp.com](http://www.medleycapitalcorp.com).