

**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): October 21, 2020

Medley Capital Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-35040
(Commission File Number)

(State or other jurisdiction of incorporation)

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

**280 Park Avenue, 6th Floor East
New York, NY 10017**

(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)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	MCC	The New York Stock Exchange
6.500% Notes due 2021	MCX	The New York Stock Exchange
6.125% Notes due 2023	MCV	The New York Stock Exchange

Check the appropriate box below if the Form 8-K filing 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

Medley Capital Corporation (the "**Company**") issued the press release attached hereto as Exhibit 99.2 in connection the Company's exercise of its option to redeem, in whole, the issued and outstanding Notes (as defined below).

The information disclosed under this Item 7.01, including Exhibit 99.2 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information provided herein shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events

On October 21, 2020, the Company caused notices to be issued to the holders of its 6.500% Notes due 2021 (CUSIP No. 58503F 403; NYSE: MCX) (the "**Notes**") regarding the Company's exercise of its option to redeem, in whole, the issued and outstanding Notes, pursuant to Section 1104 of the Indenture dated as of February 7, 2012, between the Company and U.S. Bank National Association, as trustee, and Section 101(h) of the Third Supplemental Indenture dated as of December 17, 2015. The Company will redeem \$74,012,825 in aggregate principal amount of the issued and outstanding Notes on November 20, 2020 (the "**Redemption Date**"). The Notes will be redeemed at 100% of their principal amount (\$25 per Note), plus the accrued and unpaid interest thereon from October 31, 2020, through, but excluding, the Redemption Date. The Company intends to fund the redemption of the Notes with cash on hand. A copy of the notice of redemption is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include, but are not limited to, statements regarding the the possibility that the Company may explore strategic alternatives and other statements containing the words "believes," "anticipates," "plans," "expects," "will" and similar expressions. Such forward-looking statements represent management's current expectations and are inherently uncertain. There are a number of important factors that could materially impact the value of the the Company's common stock or cause actual results to differ

materially from those indicated by such forward-looking statements. These important factors include, but are not limited to, the effects of changes in the Company's credit rating; the Company's ability to arrange and consummate financing or sale transactions or to access capital; whether the Company is able to generate sufficient cash flows and maintain adequate liquidity to meet its liquidity needs, service its indebtedness, repay existing debt obligations, and finance the ongoing obligations of its business; uncertainties associated with the impact from the COVID-19 pandemic, including its impact on the global and U.S. capital markets, the global and U.S. economy, the operational and financial performance of the Company's portfolio companies, and liquidity; and the important factors discussed under the caption "Risk Factors" in Part 1. Item 1A of the Company's Form 10-K for the fiscal year ended September 30, 2019, and its other reports filed with the Securities and Exchange Commission. These important factors, among others, could cause actual results to differ materially from those indicated by forward-looking statements made herein and presented elsewhere by management from time to time. Any such forward-looking statements represent management's estimates as of the date of this press release. While the Company may elect to update such forward-looking statements at some point in the future, the Company disclaims any obligation to do so, even if subsequent events cause its views to change. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this press release.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Notice of Redemption of 6.500% Notes due 2021
99.2	Press Release dated as of October 21, 2020

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: October 21, 2020

MEDLEY CAPITAL CORPORATION

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

Name: Richard T. Allorto, Jr.

Title: Chief Financial Officer

NOTICE OF REDEMPTION TO THE HOLDERS OF THE**6.500% Senior Notes due 2021
of Medley Capital Corporation
(CUSIP No. 58503F 403)*****Redemption Date: November 20, 2020**

NOTICE IS HEREBY GIVEN, pursuant to Section 1104 of the Indenture dated as of February 7, 2012 (the "Base Indenture"), between Medley Capital Corporation, a Delaware corporation (the "Company"), and U.S. Bank National Association (the "Trustee"), and Section 101(h) of the Third Supplemental Indenture dated as of December 17, 2015 (the "Third Supplemental Indenture," and together with the Base Indenture, the "Indenture"), that the Company is electing to exercise its option to redeem, in whole, the 6.500% Notes due 2021 (the "Notes"). The Company will redeem \$74,012,825 in aggregate principal amount of the issued and outstanding Notes on November 20, 2020 (the "Redemption Date"). The redemption price for the Notes equals \$25 in principal amount per Note being redeemed, plus the accrued and unpaid interest thereon from October 31, 2020, through, but excluding, the Redemption Date (the "Redemption Payment"). The aggregate accrued interest on the Notes being redeemed that is payable on the Redemption Date will be approximately \$267,268.53 (or approximately \$10,690.74 on each \$25 principal amount of such Notes).

On the Redemption Date, the Redemption Payment will become due and payable to the Holders of the Notes selected for redemption. Interest on the \$74,012,825 in principal amount of Notes being redeemed will cease to accrue on and after the Redemption Date. Unless the Company defaults in paying the Redemption Payment with respect to such Notes, the only remaining right of the Holders with respect to such Notes will be to receive payment of the Redemption Payment upon presentation and surrender of such Notes to the Trustee in its capacity as Paying Agent. Notes held in book-entry form will be redeemed and the Redemption Payment with respect to such Notes will be paid in accordance with the applicable procedures of The Depository Trust Company.

Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Indenture.

Questions relating to this notice of redemption should be directed to U.S. Bank National Association via telephone at 1-800-934-6802. Payment of the Redemption Payment to the Holders will be made upon presentation and surrender of the Notes in the following manner:

If by Mail, Hand or Overnight Mail:

U.S. Bank
Corporate Trust Services
111 Fillmore Avenue E.
St. Paul, MN 55107

**The CUSIP number has been assigned to this issue by organizations not affiliated with the Company or the Trustee and is included solely for the convenience of the Holders of the Notes. Neither the Company nor the Trustee shall be responsible for the selection or use of this CUSIP number, nor is any representation made as to the correctness or accuracy of the same on the Notes or as indicated in this Notice of Redemption.*

NOTICE

Under U.S. federal income tax law, the Trustee or other withholding agent may be required to withhold twenty-four percent (24%) of any gross payment to a holder who fails to provide a taxpayer identification number and other required certifications. To avoid backup withholding, please complete a Form W-9 or an appropriate Form W-8, as applicable, which should be furnished in connection with the presentment and surrender of the Notes called for redemption. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a holder's U.S. federal income tax liability provided the required information is furnished to the Internal Revenue Service. Holders should consult their tax advisors regarding the withholding and other tax consequences of the redemption.

Date: October 21, 2020

Medley Capital Corporation

By: **U.S. Bank National Association**, as Trustee and
Paying Agent

Medley Capital Corporation Announces Redemption of 6.500% Notes due 2021

NEW YORK, NY (October 21, 2020) - Medley Capital Corporation (NYSE: MCC) (the "Company" or "MCC") announced today that, it has caused notices to be issued to the holders of its 6.500% Notes due 2021 (NYSE: MCX) (the "Notes") regarding the Company's exercise of its option to redeem, in whole, the issued and outstanding Notes, pursuant to Section 1104 of the Indenture date as of February 7, 2012, between the Company and U.S. Bank National Association, as trustee, and Section 101(h) of the Third Supplemental Indenture dated as of December 17, 2015. The Company will redeem \$74,012,825 in aggregate principal amount of the issued and outstanding Notes on November 20, 2020 (the "Redemption Date"). The Notes will be redeemed at 100% of their principal amount (\$25 per Note), plus accrued and unpaid interest thereon from October 31, 2020, through, but excluding, the Redemption Date. The interest payment on the Notes to holders of record on October 15, 2020 payable on October 31, 2020 will be payable in normal course. Questions relating to the notice of redemption should be directed to U.S. Bank National Association via telephone at 1-800-934-6802.

ABOUT MEDLEY CAPITAL CORPORATION

Medley Capital Corporation is a closed-end, externally managed business development company ("BDC") that has common stock which trades on the New York Stock Exchange (NYSE: MCC) and has outstanding bonds which trade on the New York Stock Exchange under the symbols (NYSE: MCV) and (NYSE: MCX). Medley Capital Corporation's investment objective is to generate current income and capital appreciation by lending to privately-held middle market companies, primarily through directly originated transactions, to help these companies expand their businesses, refinance and make acquisitions. Our portfolio generally consists of senior secured first lien loans and senior secured second lien loans. Medley Capital Corporation is externally managed by MCC Advisors LLC, which is an investment adviser registered under the Investment Advisers Act of 1940, as amended. For additional information, please visit Medley Capital Corporation at www.medleycapitalcorp.com.

ABOUT MCC ADVISORS LLC

MCC Advisors LLC is a subsidiary of Medley Management Inc. (NYSE: MDLY, "Medley"). Medley is an alternative asset management firm offering yield solutions to retail and institutional investors. Medley's national direct origination franchise is a premier provider of capital to the middle market in the U.S. Medley has \$3.6 billion of assets under management in two business development companies, Medley Capital Corporation (NYSE: MCC) and Sierra Income Corporation, and several private investment vehicles. Over the past 18 years, we have provided capital to over 400 companies across 35 industries in North America.¹ For additional information, please visit Medley Management Inc. at www.mdly.com.

Medley LLC, the operating company of Medley Management Inc., has outstanding bonds which trade on the New York Stock Exchange under the symbols (NYSE:MDLX) and (NYSE:MDLQ).

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include, but are not limited to, statements regarding the the possibility that MCC may explore strategic alternatives and other statements containing the words "believes," "anticipates," "plans," "expects," "will" and similar expressions. Such forward-

looking statements represent management's current expectations and are inherently uncertain. There are a number of important factors that could materially impact the value of the MCC's common stock or cause actual results to differ materially from those indicated by such forward-looking statements. These important factors include, but are not limited to, the effects of changes in MCC's credit rating; MCC's ability to arrange and consummate financing or sale transactions or to access capital; whether MCC is able to generate sufficient cash flows and maintain adequate liquidity to meet its liquidity needs, service its indebtedness, repay existing debt obligations, and finance the ongoing obligations of its business; uncertainties associated with the impact from the COVID-19 pandemic, including its impact on the global and U.S. capital markets, the global and U.S. economy, the operational and financial performance of MCC's portfolio companies, and liquidity; and the important factors discussed under the caption "Risk Factors" in Part 1. Item 1A of MCC's Form 10-K for the fiscal year ended September 30, 2019, and its other reports filed with the Securities and Exchange Commission. These important factors, among others, could cause actual results to differ materially from those indicated by forward-looking statements made herein and presented elsewhere by management from time to time. Any such forward-looking statements represent management's estimates as of the date of this press release. While MCC may elect to update such forward-looking statements at some point in the future, MCC disclaims any obligation to do so, even if subsequent events cause its views to change. These forward-looking statements should not be relied upon as representing MCC's views as of any date subsequent to the date of this press release.

SOURCE: Medley Capital Corporation

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Medley Management Inc.
212-759-0777

Media Contact:
Jonathan Gasthalter/Nathaniel Garnick
Gasthalter & Co. LP
212-257-4170

¹ Medley Management Inc. is the parent company of Medley LLC and several registered investment advisors (collectively, "Medley"). Assets under management refers to assets of Medley's funds, which represents the sum of the net asset value of such funds, the drawn and undrawn debt (at the fund level, including amounts subject to restrictions) and uncalled committed capital (including commitments to funds that have yet to commence their investment periods). Assets under management are as of June 30, 2020.