SEC Form 4

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| 1. Name and Address of Reporting Person[*] <br><br> Taube Seth <br><br> (Last)　(First)　(Middle) <br><br> C/O MEDLEY CAPITAL CORPORATION <br> 280 PARK AVENUE, 6TH FLOOR EAST <br><br> (Street) <br><br> NEW YORK　NY　10017 <br><br> (City)　(State)　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br><br> Medley Capital Corp [ MCC ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 03/16/2017 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> X　Director　　10% Owner <br>　　Officer (give title below)　　Other (specify below) <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br><br> X　Form filed by One Reporting Person <br>　　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 | 03/16/2017 | | P | | 400 | A | $7.5 | 2,748,088 | I | By Medley Seed Funding I LLC[1] |
| Common Stock, par value $0.001 per share | 03/17/2017 | | P | | 11,660 | A | $7.5 | 2,759,748 | I | By Medley Seed Funding I LLC[1] |
| Common Stock, par value $0.001 per share | | | | | | | | 142,510 | I | See Footnote[2] |
| Common Stock, par value $0.001 per share | | | | | | | | 35,000 | I | See Footnote[3] |

**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 | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. On 03/16/2017 and 03/17/2017, Medley Seed Funding I LLC, a limited liability company controlled by Medley LLC, purchased 400 and 11,660 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.

2. 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.

3. These securities are held by The Seth and Angie Taube Foundation, Inc., which is a 501(c)(3) charitable organization.

/s/ Seth Taube　　　　　　　　　03/20/2017

** 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.**