

**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>Fortress Investment Group LLC</u>  (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 46TH FLOOR  (Street) NEW YORK NY 10105  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2020	
	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 <input type="checkbox"/> 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	01/22/2020		S		25,100	D	\$2.18 <sup>(1)</sup>	6,716,360	I	See footnote <sup>(2)(3)</sup>
Common Stock	01/23/2020		S		13,877	D	\$2.19 <sup>(4)</sup>	6,702,483	I	See footnote <sup>(2)(3)</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)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Fortress Investment Group LLC  
 (Last) (First) (Middle)  
 1345 AVENUE OF THE AMERICAS, 46TH FLOOR  
 (Street)  
 NEW YORK NY 10105  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
DB Med Investor I LLC  
 (Last) (First) (Middle)  
 1345 AVENUE OF THE AMERICAS, 46TH FLOOR  
 (Street)  
 NEW YORK NY 10105  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Drawbridge Special Opportunities Fund LP  
 (Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Drawbridge Special Opportunities GP LLC](#)

(Last)

(First)

(Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[DRAWBRIDGE SPECIAL OPPORTUNITIES  
ADVISORS LLC](#)

(Last)

(First)

(Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Fortress Principal Investment Holdings IV LLC](#)

(Last)

(First)

(Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[FIG LLC](#)

(Last)

(First)

(Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Fortress Operating Entity I LP](#)

(Last)

(First)

(Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[FIG Corp.](#)

(Last)

(First)

(Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)	NEW YORK	NY	10105
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>DRAWBRIDGE SPECIAL OPPORTUNITES FUND LTD</u>			
(Last)	(First)	(Middle)	
1345 AVENUE OF THE AMERICAS, 46TH FLOOR			
(Street)	NEW YORK	NY	10105
(City)	(State)	(Zip)	

**Explanation of Responses:**

- The price in Column 4 is a weighted average price. The actual sale prices ranged from \$2.175 to \$2.200 per share. The reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise. DB Med Investor I LLC, a Delaware limited liability company ("DB Med"), directly owns shares of common stock of the Issuer. Drawbridge Special Opportunities Fund LP, a Delaware limited partnership ("DBSO"), and Drawbridge Special Opportunities Fund LTD, a Cayman Islands exempted company ("DBSO Ltd."), are the members of DB Med. Drawbridge Special Opportunities GP LLC, a Delaware limited liability company ("DBSO GP"), is the general partner of DBSO and DBSO Ltd. Fortress Principal Investment Holdings IV LLC, a Delaware limited liability company ("FPI IV"), is the managing member of DBSO GP. [Footnote continues below]
- Drawbridge Special Opportunities Advisors LLC, a Delaware limited liability company ("DBSO Advisors"), is the investment manager of DBSO and DBSO Ltd. FIG LLC, a Delaware limited liability company, is the holder of all of the issued and outstanding interests of DBSO Advisors. Fortress Operating Entity I LP, a Delaware limited partnership ("FOE I"), is the holder of all of the issued and outstanding interests of FPI IV and the Class A member of FIG LLC. FIG Corp., a Delaware corporation, is the general partner of FOE I. Fortress Investment Group LLC, a Delaware limited liability company ("Fortress"), is the holder of all of the issued and outstanding shares of FIG Corp.
- The price in Column 4 is a weighted average price. The actual sale prices ranged from \$2.185 to \$2.195 per share. The reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

**Remarks:**

<u>/s/ David N. Brooks as Authorized Signatory</u>	<u>01/24/2020</u>
<u>/s/ Jennifer Sorkin as Authorized Signatory</u>	<u>01/24/2020</u>
<u>/s/ Jennifer Sorkin as Authorized Signatory</u>	<u>01/24/2020</u>
<u>/s/ Jennifer Sorkin as Authorized Signatory</u>	<u>01/24/2020</u>
<u>/s/ Jennifer Sorkin as Authorized Signatory</u>	<u>01/24/2020</u>
<u>/s/ David N. Brooks as Authorized Signatory</u>	<u>01/24/2020</u>
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<u>/s/ David N. Brooks as Authorized Signatory</u>	<u>01/24/2020</u>
<u>/s/ Jennifer Sorkin as Authorized Signatory</u>	<u>01/24/2020</u>

\*\* 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.