

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): February 7, 2018

Medley Capital Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of incorporation)

814-00818
(Commission File Number)

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)

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 8.01 Other Events.

On February 7, 2018, Medley Capital Corporation (the “**Company**”) caused notices to be issued to the holders of its 6.125% Notes due 2023 (CUSIP No. 58503F 304; NASDAQ: MCV) (the “**Notes**”) regarding the Company’s exercise of its option to redeem all of 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 Second Supplemental Indenture dated as of March 18, 2013. The Company will redeem \$13,000,000 in aggregate principal amount of the \$102,846,800 in aggregate principal amount of issued and outstanding Notes on March 10, 2018 (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 December 30, 2017, through, but excluding, the Redemption Date. 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.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

Exhibit No.	Description
--------------------	--------------------

99.1	Notice of Redemption of 6.125% Notes due 2023
------	---

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: February 7, 2018

MEDLEY CAPITAL CORPORATION

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

Name: Richard T. Allorto, Jr.

Title: Chief Financial Officer and Secretary

NOTICE OF REDEMPTION TO THE HOLDERS OF THE

**6.125% Senior Notes due 2023
of Medley Capital Corporation
(CUSIP No. 58503F 304)***

Redemption Date: March 10, 2018

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 Second Supplemental Indenture dated as of March 18, 2013 (the "Second Supplemental Indenture," and together with the Base Indenture, the "Indenture"), that the Company is electing to exercise its option to redeem, in part, the 6.125% Notes due 2023 (the "Notes"). The Company will redeem \$13,000,000 in aggregate principal amount of the \$102,846,800 in aggregate principal amount of issued and outstanding Notes on March 10, 2018 (the "Redemption Date"). The redemption price for the Notes equals \$25 in principal amount per Note being redeemed (or \$13,000,000 in aggregate principal amount of the Notes), plus the accrued and unpaid interest thereon from December 30, 2017, through, but excluding, the Redemption Date (the "Redemption Payment"). The aggregate accrued interest on the Notes payable on the Redemption Date will be approximately \$154,827 (or approximately \$0.298 on each \$25 principal amount of the 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 \$13,000,000 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, and on or after the Redemption Date, the Holder of the global notes will receive, without charge, a new global note for the principal amount of the Notes remaining:

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 noteholders. 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-eight percent (28%) 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: February 8, 2018

MEDLEY CAPITAL CORPORATION
By: U.S. Bank National Association, as Trustee
and Paying Agent