

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 17, 2012

MEDLEY CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-35040
(Commission File Number)

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

375 Park Avenue, 33rd Floor
New York, NY 10152
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(212) 759-0777**

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))
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ITEM 5.07. Submission of Matters to a Vote of Security Holders.

On February 17, 2012, Medley Capital Corporation (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting"). Three proposals were voted on at the meeting: (1) the election of Andrew Fentress and Richard A. Dorfman as Class I directors to serve until the Company's 2015 Annual Meeting of Stockholders; (2) the ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2012; and (3) the authorization for the Company to issue securities to, subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings, subject to certain conditions.

The Annual Meeting was adjourned until March 9, 2012, in order to provide additional time to solicit proxies for Proposal Number 3, the approval to authorize the Company to sell shares of its common stock at a price below the then current net asset value per share.

Stockholders of record at the close of business on December 23, 2011, were entitled to vote at the Annual Meeting. As of December 23, 2011 there were 17,320,468 shares of common stock outstanding and entitled to vote. A quorum consisting of 14,120,076 shares of common stock of the Company were present or represented at the meeting.

All of the proposals requiring approval were approved by the requisite vote necessary, and the votes with respect to each of the proposals are set forth below:

- (1) The election of each of Andrew Fentress and Richard A. Dorfman as Class I directors to serve until the Company's 2015 Annual Meeting of Stockholders:

<u>Director Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Andrew Fentress	9,829,813	847,605	3,442,658
Richard A. Dorfman	10,455,960	221,458	3,442,658

- (2) The ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2012:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
14,095,566	18,654	5,856

- (4) The authorization for the Company to issue securities to, subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings, subject to certain conditions:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
8,396,998	2,273,433	6,987

ITEM 8.01. Other Events.

On February 22, 2012, the Company issued a press release announcing the results of the Annual Meeting. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01. Financial Statements and Exhibits.

- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated February 22, 2012

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.

MEDLEY CAPITAL CORPORATION

Date: February 23, 2012

/s/ Richard T. Allorto, Jr.

Name: Richard T. Allorto, Jr.

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release, dated February 22, 2012

Medley Capital Corporation Announces Stockholders' Meeting Results and Intention to Reconvene on March 9, 2012

New York, NY (February 22, 2012) - Medley Capital Corporation (the "Company" or "Medley") (NYSE: MCC) announced today the results of its annual meeting of stockholders (the "Annual Meeting") held February 17, 2012.

At the meeting, Andrew Fentress and Richard A. Dorfman were elected to the Company's Board of Directors. Each director elected will serve a term that expires at the Company's 2015 Annual Meeting and until his successor is elected and qualified. Mr. Dorfman will serve as an independent director of the Company and will also serve on the Company's Audit Committee and Compensation Committee. In addition, the stockholders ratified the selection of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the year September 30, 2012. Stockholders also approved a proposal to authorize the Company, with the approval of the Board of Directors and subject to certain other conditions, to issue securities to, subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings.

To permit additional time to solicit stockholder votes for the third proposal found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 3, 2012 (the "Proxy"), the Company's Annual Meeting was adjourned and scheduled to reconvene on March 9, 2012 at 10:00 a.m. (Eastern Standard Time) via telephone participation. The telephone number for participation at the Annual Meeting is 1-866-524-3159.

Stockholders who have not voted or wish to change their vote on the third proposal found in the Proxy, are encouraged to do so promptly.

ABOUT MEDLEY CAPITAL CORPORATION

The Company is an externally-managed, non-diversified closed-end management investment company that has filed an election to be treated as a business development company under the Investment Company Act of 1940, as amended. The Company's investment objective is to generate both current income and capital appreciation, primarily through investments in privately negotiated debt and equity securities of middle market companies. The Company is a direct lender targeting private debt transactions ranging in size from \$10 to \$50 million to borrowers principally located in North America. The Company's investment activities are managed by its investment adviser, MCC Advisors LLC, which is an investment adviser registered under the Investment Advisers Act of 1940, as amended.

FORWARD-LOOKING STATEMENTS

Statements included herein may contain "forward-looking statements". Statements other than statements of historical facts included in this press release may constitute forward-looking statements and are not guarantees of future performance or results and involve a number of assumptions, risks and uncertainties, which change over time. Actual results may differ materially from those anticipated in any forward-looking statements as a result of a number of factors, including those described from time to time in filings by the Company with the Securities and Exchange Commission. The Company undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this press release.

SOURCE: Medley Capital Corporation

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212.759.0777
