UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐
Check the appropriate box:

☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☐ Definitive Proxy Statement
☒ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

MEDLEY CAPITAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Alliance Advisors LLC
200 Broadacres Drive, 3rd Fl.
Bloomfield, NJ 07003

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This is an IMPORTANT NOTICE for stockholders of Medley Capital Corporation

MEDLEY
CAPITAL CORPORATION

Please flip card over

A MESSAGE FOR STOCKHOLDERS OF MEDLEY CAPITAL CORPORATION

Check Your Mailbox!

You will soon receive important stockholder proxy materials from Medley Capital Corporation about the company's Annual Stockholder Meeting on June 4, 2019.

The proxy information will arrive in an envelope delivered to your mailbox. The information will explain your voting options as a stockholder for the Annual Meeting.

PLEASE DO NOT DISCARD THE ENVELOPE WHEN IT ARRIVES. It contains time-sensitive voting materials that require a response from you as a stockholder.

Thank you!

MEDLEY
CAPITAL CORPORATION

Medley Capital Corporation has filed with the SEC and mailed to stockholders a proxy statement on or about May 9, 2019. INVESTORS ARE URGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS WHEN AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING AND THE PROPOSALS TO BE CONSIDERED AND VOTED UPON BY STOCKHOLDERS. These materials will be available free of charge at www.sec.gov and www.medleycapitalcorp.com.