FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB A	PPROVAL
OMB Number:	3235-028

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

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* Fentress Andrew						2. Issuer Name and Ticker or Trading Symbol Medley Capital Corp [MCC]									Check a	all applicable)						
1 Chircss 7 Hidrew															X	Director			10% (Owner		
(Last) (First) (Middle) C/O MEDLEY CAPITAL CORPORATION						3. Date of Earliest Transaction (Month/Day/Year) 04/19/2012													Other below	(specify)		
375 PARK AVENUE, SUITE 3304																						
575 17 Hdt 11v ElvOE, 5011E 5504						4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable						
(Street) NEW YORK NY 10152															X Form filed by One Reporting Person							
10102																	Form filed by More than One Reporting Person					
	(Sta	ite) (Zip)																			
		Tab	le I - No	n-Deriv	ative	Se	curitie	s Ac	quired,	, Dis	posed o	f, or	Ben	efici	ally O	wne	ed					
Date					Execution Date,					4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				l and Secur Benef Owne		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
										v	Amount	()	A) or D)	Price	. Tr	Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
ommon Stock, par value \$0.001 per share 04/19				04/19/	/2012	2012			J ⁽¹⁾		40,317		A	\$0		40,317				See footnote ⁽²⁾		
Common Stock, par value \$0.001 per share																13	3,000		D			
Stock,	par v	alue \$0.001 per	o \$0.001 per chare								See footnote ⁽²⁾											
		Та														ned						
erivative Conversion Date Execution D ecurity or Exercise (Month/Day/Year) if any				n Date,	Transaction Code (Instr.		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/E	on Dat Day/Ye	e aar)	Amour or Numbe		ount	Deriva Secur	erivative ecurity	derivative Securities Beneficially Owned Following Reported	y	Ownership Form: Direct (D) or Indirect	Beneficial Ownership t (Instr. 4)		
	DLEY K AVE CORK Stock, Stock, Stock, Conver or Exer Price o Derivat	(First DLEY CAPI K AVENUE ORK NY (Statement of Stock, par vector) Stock, par vector of Exercise Price of Derivative	(First) (ODLEY CAPITAL CORPOR K AVENUE, SUITE 3304 ORK NY (State) (OTABLE CORPOR K AVENUE, SUITE 3304 ORK NY (State) (OTABLE CORPOR K AVENUE, SUITE 3304 Table Corporation (State) (OTABLE CORPOR K AVENUE, SUITE 3304 Table Corporation (State) (OTABLE CORPOR K AVENUE, SUITE 3304 Stock, par value \$0.001 per Corporation (State) (OTABLE CORPOR K AVENUE, SUITE 3304 Zero Corporation (Month/Day/Year) (Month/Day/Year)	(First) (Middle) DLEY CAPITAL CORPORATION K AVENUE, SUITE 3304 DRK NY 10152 (State) (Zip) Table I - No Security (Instr. 3) Stock, par value \$0.001 per share Stock, par value \$0.001 per share Stock, par value \$0.001 per share Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Derivative 3. Transaction Date (Month/Day/Year) (Month/D if any (Month/Day/Year)	(First) (Middle) DLEY CAPITAL CORPORATION K AVENUE, SUITE 3304 DRK NY 10152 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/D Stock, par value \$0.001 per share Stock, par value \$0.001 per share Stock, par value \$0.001 per share Table II - Derivat (e.g., pu Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Table II - Derivate (if any (Month/Day/Year) (Month/Day/Year)	(First) (Middle) DLEY CAPITAL CORPORATION K AVENUE, SUITE 3304 Table I - Non-Derivative Security (Instr. 3) Table I - Non-Derivative Security (Instr. 3) Stock, par value \$0.001 per share Stock, par value \$0.001 per share Table II - Derivative S (e.g., puts, c Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. DM6 3. D 3. D 3. D 4. If 3. D 4. If 3. D 4. If 3. D 3. D 3. D 3. D 3. D 3. D 4. Transaction Date (Month/Day/Year) 4. Transa Code (Month/Day/Year) 4. 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Deem Execution firal of the puts	Medley Capital ((First) (Middle) DLEY CAPITAL CORPORATION K AVENUE, SUITE 3304 Table I - Non-Derivative Securities Act Security (Instr. 3) Table I - Non-Derivative Securities Act (Month/Day/Year) Stock, par value \$0.001 per share Stock, par value \$0.001 per share Stock, par value \$0.001 per share Table II - Derivative Securities Acque, (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acque, (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acque, (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acque, (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acque, (e.g., puts, calls, warrants, (A) or Disposed of (D) (Instr. 3, 4 and 5)	Medley Capital Corp [(First) (Middle) DLEY CAPITAL CORPORATION K AVENUE, SUITE 3304 Table I - Non-Derivative Securities Acquired (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired Stock, par value \$0.001 per share Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year) Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year) Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year) (Month/Day/Year) Date Date Date	Medley Capital Corp [MCO (First) (Middle) DLEY CAPITAL CORPORATION K AVENUE, SUITE 3304 Table I - Non-Derivative Securities Acquired, Discurity (Instr. 3) 2A. 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Source Security Date (Month/Day/Year) Date Security (A) or Disposed of (D) (Instr. 3, 4 and 5), and 5), and 5)	Medley Capital Corp [MCC]	Medley Capital Corp [MCC]	Medley Capital Corp [MCC]	Medley Capital Corp MCC McC Medley Capital Corp Medley Capital Cap	Medley Capital Corp [MCC] S Andrew Medley Capital Corp [MCC] MCC	Medley Capital Corp McC Medley Capital Corp McC Medley Capital Corp Medley Capital Capital Corp Medley Capital Capit	Medley Capital Corp [MCC] (First) (Middle) DLEY CAPITAL CORPORATION K AVENUE, SUITE 3304 At If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction (Month/Day/Year) Disposed Of (D) (Instr. 3, 4 and 5) Director Officer (give title below) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Officially Owned Stock, par value \$0.001 per share 1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Owned Following Reported Transaction (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Owned Following Reported Transaction (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Owned Following Reported Transaction (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (s.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Transaction (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Se	Medley Capital Corp [MCC] (First) (Middle) DLEY CAPITAL CORPORATION K AVENUE, SUITE 3304 A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Diversion Date (Month/Day/Year) Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Date (Instr. 3) 3. Transaction Date (Month/Day/Year) Date (Instr. 3) 3. Transaction Date (Instr. 3)	Medley Capital Corp MCC X Director 10% of Other Delow X Director X Director 10% of Other Delow X Director 10% of Delow 10% of Delow		

Explanation of Responses:

- 1. Pro rata distribution from Medley Opportunity Fund LP to a limited partner that is an affiliate of MCC Advisors LLC.
- 2. Attributes beneficial ownership of the shares of common stock owned by affiliates of MCC Advisors LLC to Brook Taube, Seth Taube and Andrew Fentress, who exercise dispositive power with respect to such shares.

/s/ Brook Taube, as Attorney-04/24/2012 in-Fact

** 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.