SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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*       2. Date of Event Requiring Statemen (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol <u>Medley Capital Corp</u> [ MCC ]					
		(Check all applica			5. If Amendment, Date of Original Filed (Month/Day/Year)		
375 PARK AVENUE, SUITE 3304		Officer (give title below)		Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)	
						Form filed b	y One Reporting Person y More than One erson
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)						4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock, par value \$0.001 per share			0				
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable a Expiration Date (Month/Day/Year)					or Exercis	rcise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	
	Table I - Non Table II - C S.g., puts, cal 2. Date Exercised (Month/Day/Year) Date	Requiring Statement (Month/Day/Year)         11/21/2011         Table I - Non-Derivati         2.         Buttom         Table II - Derivative         e.g., puts, calls, warrant         2. Date Exercisable and Expiration Date (Month/Day/Year)         Date       Expiration	Requiring Statement (Month/Day/Year)       Medley_Cap         11/21/2011       4. Relationship of (Check all applica X Director Officer (g below)         Table I - Non-Derivative Securities         2. Amount of Secu Beneficially Owner         0         Table II - Derivative Securities E e.g., puts, calls, warrants, options,         2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Ar Underlying De         Date       Expiration	Requiring Statement (Month/Day/Year)       Medley Capital Corp       I         11/21/2011       4. Relationship of Reporting Perso (Check all applicable)       X       Director         V       Officer (give title below)       Officer (give title below)         Table I - Non-Derivative Securities Beneficially 0         Table II - Derivative Securities Beneficially Owned (Instr. 4)         0       0         Table II - Derivative Securities Beneficially Owned (Instr. 4)         0       0         Date Exercisable and Expiration Date (Month/Day/Year)         0       3. Title and Amount of Securit	Requiring Statement (Month/Day/Year)       Medley_Capital Corp [MCC]         11/21/2011       4. Relationship of Reporting Person(s) to Issue (Check all applicable)         X       Director       10% Owned Officer (give title         Officer (give title       Other (spe below)         Table I - Non-Derivative Securities Beneficially Owned Beneficially Owned (Instr. 4)       3. Ownersh Form: Direct or Indirect or (Instr. 5)         0       D         Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)       3. Title and Amount of Security Security (Instr. 4)         Date       Expiration       3. Title and Amount of Security Security (Instr. 4)	Requiring Statement (Month/Day/Year)       Medley_Capital Corp       MCC ]         11/21/2011       A. Relationship of Reporting Person(s) to Issuer (Check all applicable)       5. (M         X       Director       10% Owner         Officer (give title below)       Other (specify below)       6. Ap         Table I - Non-Derivative Securities Beneficially Owned (Instr. 5)       3. Ownership Form: Direct (I) (Instr. 5)       4. N         0       D       D         Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       4. Conversion or Exercise Price of Derivative Security	Requiring Statement (Month/Day/Year)       Medley_Capital Corp [MCC]         11/21/2011       4. Relationship of Reporting Person(s) to Issuer (Check all applicable)       5. If Amendment, D. (Month/Day/Year)         X       Director       10% Owner         Officer (give title below)       Other (specify below)       6. Individual or Join Applicable Line)         X       Form filed b Reporting P         Table I - Non-Derivative Securities Beneficially Owned (Instr. 4)       3. Ownership Form: Direct (I) or Indirect (I) (Instr. 5)       4. Nature of Indirect (Instr. 5)         0       D         Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       6. Ownersoin or Exercise Derivative Security       5. Ownership Form: Direct (0) or Indirect (0) (Instr. 5)         Date       Expiration       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       6. Ownership Or Exercise Derivative Security       5. Ownership Form: Direct (0) or Indirect (0) (Instr. 5)

kesponses

/s/ Arthur S. Ainsberg \*\* Signature of Reporting Person

Date

02/27/2012

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.