Medley Capital Corp Form 3 February 27, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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Expires:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

AINSBERG ARTHUR S

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

11/21/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Medley Capital Corp [MCC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O MEDLEY CAPITAL CORPORATION, Â 375 PARK **AVENUE, SUITE 3304**

(Street)

(Check all applicable)

10% Owner _X_ Director Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10152

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 3.

Beneficially Owned

(Instr. 4)

Ownership

Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Â

Direct (D) or Indirect (I)

(Instr. 5)

D

Common Stock, par value \$0.001 per share 0

Reminder: Report on a separate line for each class of securities beneficially

SEC 1473 (7-02)

owned directly or indirectly. 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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Expiration Date

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion or Exercise

6. Nature of Indirect Ownership Beneficial Ownership Form of (Instr. 5)

Derivative Security:

(Instr. 4)

(Month/Day/Year)

Price of Derivative

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Date Expiration Title Exercisable Date

Amount or Security Number of

Shares

Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

AINSBERG ARTHUR S

C/O MEDLEY CAPITAL CORPORATION

375 PARK AVENUE, SUITE 3304 NEW YORK, NYÂ 10152 $\hat{A} \ X \qquad \hat{A} \qquad \hat{A} \qquad \hat{A}$

Signatures

/s/ Arthur S. 02/27/2012 Ainsberg

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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