

Medley Capital Corp  
Form 8-A12B  
March 18, 2013

As filed with the Securities and Exchange Commission on March 18, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or 12(g) of the  
Securities Exchange Act of 1934

Medley Capital Corporation  
(Exact name of registrant as specified in its charter)  
Delaware 27-4576073  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-179237

Securities to be registered pursuant to Section 12(b) of the Act:

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Title of each class <u>to be so registered</u>	Name of each exchange on <u>which each class is to be</u> <u>registered</u>
6.125% Senior Notes due 2023	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of the Registrant's Securities to be Registered

The description of the 6.125% Senior Notes due 2023 (the "Notes") of Medley Capital Corporation, a Delaware corporation, is incorporated by reference to the materials set forth in (i) the section captioned "Description of Our Debt Securities" in the registrant's registration statement on Form N-2 (File No. 333-179237), declared effective on March 12, 2013, and (ii) the section captioned "Description of the Notes" in the registrant's prospectus supplement, dated March 13, 2013, to the registrant's prospectus, dated March 12, 2013. The outstanding principal amount of the securities registered hereby may be increased from time to time in the future due to further issuances of securities having substantially the same terms. If any such additional securities are issued, a prospectus supplement relating to them will be filed with the Securities and Exchange Commission and will be incorporated herein by reference. The securities registered hereby are, and any additional securities registered hereby in the future will be, all part of a single series as described in the documents referenced above. The Notes are expected to be listed on the New York Stock Exchange and to trade thereon within 30 days of the original issue date under the trading symbol "MCV".

Item 2. Exhibits

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

**Number Exhibit**

- 1 Indenture, dated as of February 7, 2012, between Medley Capital Corporation and U.S. Bank National Association (incorporated herein by reference to Exhibit 99.D.2 as filed with pre-effective amendment no. 1 to the registration statement on Form N-2 (File No. 333-179237) on February 10, 2012).
- 2 Second Supplemental Indenture, dated as of March 18, 2013, between Medley Capital Corporation and U.S. Bank National Association, which includes the form of registered 6.125% Senior Note due 2023 (incorporated herein by reference to Exhibit d.4 as filed with post-effective amendment no. 7 to the registration statement on Form N-2 (File No. 333-179237) on March 15, 2013).
- 3 Prospectus supplement, dated March 13, 2013, to registrant's prospectus, dated March 12, 2013 (incorporated herein by reference to the registrant's filing pursuant to Rule 497, filed on March 15, 2013).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 18, 2013

**Medley Capital Corporation**

By: /s/ Richard T. Allorto Jr.

Name: Richard T. Allorto Jr.

Title: Chief Financial Officer

**EXHIBIT INDEX**

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