

MEDLEY MANAGEMENT INC.

Form 4

October 03, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEEDS JEFFREY T

(Last) (First) (Middle)

**C/O MEDLEY MANAGEMENT
INC., 280 PARK AVENUE, 6TH
FLOOR EAST**

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**MEDLEY MANAGEMENT INC.
[MDLY]**

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/29/2016		M		11,570	A	15,458

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	09/29/2016		M	11,570	(2) (2)	Common Stock 11,570
Restricted Stock Units	(3)	09/29/2016		A	8,578	(4) (4)	Common Stock 8,578

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEEDS JEFFREY T C/O MEDLEY MANAGEMENT INC. 280 PARK AVENUE, 6TH FLOOR EAST NEW YORK, NY 10017	X

Signatures

/s/ John D. Fredericks, as
Attorney-in-Fact

10/03/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Each restricted stock unit converted into Class A common stock of the issuer on a one-for-one basis.

(2) The restricted stock units vested on September 29, 2016. The Form 4 filed on November 19, 2015 reporting the acquisition of the restricted stock units incorrectly reported the vesting date as November 18, 2016.

Each restricted stock unit represents a contingent right to receive one share of issuer Class A common stock. The restricted stock units

(3) will be settled in either Class A common stock or cash (or a combination thereof) at the discretion of the issuer's compensation committee.

(4) The restricted stock units vest on September 29, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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