

MEDLEY MANAGEMENT INC.

Form SC 13G/A

January 22, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13D-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)\*

MEDLEY MANAGEMENT INC.

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(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

58503T106

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(CUSIP Number)

December 31, 2015

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(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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CUSIP No. 58503T106

|   |                                                                                                                                                           |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | NAME OF<br>REPORTING PERSONS<br>S.S. OR I.R.S.<br>IDENTIFICATION NO.<br>OF ABOVE PERSON                                                                   |
| 2 | American Financial<br>Group, Inc.<br>CHECK<br>THE<br>APPROPRIATE<br>BOX <sup>(a)</sup><br>IF A <sup>(b)</sup><br>MEMBER<br>OF A<br>GROUP*<br>SEC USE ONLY |
| 3 |                                                                                                                                                           |
| 4 | CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION                                                                                                                |
|   | United States of America<br>- Ohio                                                                                                                        |
| 5 | SOLE VOTING<br>POWER                                                                                                                                      |
| 6 | 579,100<br>SHARED VOTING<br>POWER                                                                                                                         |
| 7 | 0<br>SOLE<br>DISPOSITIVE<br>POWER                                                                                                                         |
| 8 | 579,100<br>SHARED<br>DISPOSITIVE<br>POWER                                                                                                                 |
| 9 | 0<br>AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON                                                                             |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|    |                                                                                              |
|----|----------------------------------------------------------------------------------------------|
| 10 | 579,100<br>CHECK BOX IF THE<br>AGGREGATE<br>AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN<br>SHARES* |
| 11 | PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW 9                                        |
| 12 | 9.6%<br>TYPE OF REPORTING<br>PERSON*                                                         |
|    | HC                                                                                           |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a) Name of Issuer: Medley Management Inc., a Delaware corporation  
Item 1(b) Address of Issuer's Principal Executive Office: 375 Park Avenue, 33<sup>rd</sup> Floor, New York, New York 10152

Item 2(a) Name of Person Filing: American Financial Group, Inc. ("AFG")

Item 2(b) Address of Principal Business Office:

Great American Insurance Group Tower  
301 East Fourth Street  
Cincinnati, Ohio 45202

Item 2(c) Citizenship: U.S.A. – Ohio

Item 2(d) Title of Class of Securities: Class A Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number: 58503T106

Item If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b), check whether the Person Filing is a: (g) a  
3 parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

- (a) See Item 9 of page 2.
- (b) See Item 11 of page 2.
- (c) See Items 5-8 of page 2.

Item 5 Ownership of 5% or Less of Class: N/A

Item 6 Ownership of More Than 5% on Behalf of Another Person: N/A

Item Identification and Classification of the Subsidiary which Acquired the Security being Reported on by the Parent  
7 Holding Company:

Great American Insurance Company (IC-OH)  
Vanliner Insurance Company (IC-Missouri)  
Republic Indemnity Company of American (IC-California)

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Certification: By signing below I certify that, to the best of my knowledge and belief, the securities referred to  
Item above were acquired and are held in the ordinary course of business and were not acquired and are not held for  
10 the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not  
acquired and are not held in connection with or as a participant in any transaction having that purpose or effect,  
other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 22, 2016

American Financial Group, Inc.

By: /s/ Mark A. Weiss

Name: Mark A. Weiss

Title: Vice President