

OBUS NELSON  
Form 4  
March 06, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OBUS NELSON

2. Issuer Name and Ticker or Trading Symbol  
MVC CAPITAL, INC. [MVC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
450 SEVENTH AVENUE, SUITE 509

3. Date of Earliest Transaction (Month/Day/Year)  
03/05/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
NEW YORK, NY 10123

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	03/05/2009		P		5,000	A	\$ 6.6
					2,593,500 <sup>(1)</sup>	D	<u>(2)</u>

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

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SEC 1474 (9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBUS NELSON 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		

## Signatures

/s/ Nelson Obus                      03/06/2009

\_\_Signature of                      Date  
Reporting Person

## 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).

On the date hereof, Nelson Obus (the "Reporting Person") directly beneficially owns 5,000 shares of common stock, par value \$.01 per share ("Common Stock") of MCV Capital, Inc. (MVC). On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 2,588,500 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P.

- (1) ("LP"), Wynnefield Partners Small Cap Value, L.P. I ("LP I"), Wynnefield Small Cap Value Offshore Fund, Ltd. ("Offshore"), Channel Partnership II, L.P. ("Channel"), and Wynnefield Capital, Inc. Profit Sharing Plan (the "Plan"), because he is a co-managing member of Wynnefield Capital Management, LLC, the sole general partner of LP and LP I, a principal executive officer of Wynnefield Capital, Inc., the investment manager of Offshore, the general partner of Channel, and the portfolio manager of the Plan. (Continued to footnote 2)
- (2) (Continued from footnote 1) Mr. Obus disclaims beneficial ownership of the securities described in this statement, except to the extent of his pecuniary interest in such securities.

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.