

MVC CAPITAL, INC.  
Form SC 13G/A  
February 10, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934

MVC Capital Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

553829102  
(CUSIP Number)

2/6/14  
(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)

CUSIP No.: 553829102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Bulldog Investors LLC,

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each reporting Person With:

5. Sole Voting Power  
728,512

6. Shared Voting Power  
631,739

7. Sole Dispositive Power  
728,512

8. Shared Dispositive Power  
631,739

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,360,251 - (footnote 1)

10. Check if the Aggregate Amount in Row ( 9 ) Excludes Certain

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Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row ( 9 )  
5.85%

12. Type of Reporting Person (See Instructions)  
IA

1. Names of Reporting Persons. I.R.S. Identification Nos. of  
above persons (entities only).  
Bulldog Investors Group of funds

2. Check the Appropriate Box if a Member of a Group (See  
Instructions)

(a) X

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each reporting Person  
With:

5. Sole Voting Power  
728,512

6. Shared Voting Power  
0

7. Sole Dispositive Power  
728,512

8. Shared Dispositive Power  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
728,512 - (footnote 1)

10. Check if the Aggregate Amount in Row ( 9 ) Excludes Certain  
Shares (See Instructions)  
N/A

11. Percent of Class Represented by Amount in Row ( 9 )  
3.13%

12. Type of Reporting Person (See Instructions)  
IC

1. Names of Reporting Persons. I.R.S. Identification Nos. of  
above persons (entities only).  
Phillip Goldstein

2. Check the Appropriate Box if a Member of a Group (See  
Instructions)

(a) X

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

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Number of Shares Beneficially Owned by Each reporting Person  
With:

5. Sole Voting Power

728,512

6. Shared Voting Power

631,739

7. Sole Dispositive Power

728,512

8. Shared Dispositive Power

631,739

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,360,251 - (footnote 1)

10. Check if the Aggregate Amount in Row ( 9 ) Excludes Certain  
Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row ( 9 )

5.85%

12. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of  
above persons (entities only).

Andrew Dakos

2. Check the Appropriate Box if a Member of a Group (See  
Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each reporting Person  
With:

5. Sole Voting Power

728,512

6. Shared Voting Power

631,739

7. Sole Dispositive Power

728,512

8. Shared Dispositive Power

631,739

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,360,251 - (footnote 1)

10. Check if the Aggregate Amount in Row ( 9 ) Excludes Certain  
Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row ( 9 )

5.85%

12. Type of Reporting Person (See Instructions)

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IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Steven Samuels

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each reporting Person  
With:

5. Sole Voting Power  
728,512

6. Shared Voting Power  
631,739

7. Sole Dispositive Power  
728,512

8. Shared Dispositive Power  
631,739

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,360,251 - (footnote 1)

10. Check if the Aggregate Amount in Row ( 9 ) Excludes Certain Shares (See Instructions)  
N/A

11. Percent of Class Represented by Amount in Row ( 9 )  
5.85%

12. Type of Reporting Person (See Instructions)  
IN

Item 1.

(a) The Name of the Issuer is:  
MVC Capital Inc.

(b) The Address of the Issuer's Principal Executive Office is:  
RIVERVIEW AT PURCHASE  
287 BOWMAN AVE 3rd Floor  
PURCHASE NY 10577

Item 2.

(a) The names of the Persons Filing are:  
Bulldog Investors LLC, Bulldog Investors Group of Funds  
Phillip Goldstein, Andrew Dakos and Steven Samuels

(b) The address of principal place of business and principal office is:  
Park 80 West, 250 Pehle Ave. Suite 708  
Saddle Brook, NJ 07663

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(c) Citizenship: USA

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 553829102

Item 3.

This statement is filed pursuant to 240.13d-1(b). The person filing is:

(e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

Item 4.

(a) Amount beneficially owned: 1,360,251

(b) Percent of class: 5.85%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 728,512

(ii) Shared power to vote or to direct the vote: 631,739

(iii) Sole power to dispose or to direct the disposition  
of: 728,512

(iv) Shared power to dispose or to direct the disposition  
of: 631,739

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:\_\_\_.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Clients of Bulldog Investors, LLC are entitled to receive dividends and sales proceeds.

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

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for 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.

SIGNATURE

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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.

By: /s/  
Name: Phillip Goldstein  
Title: Principal, Bulldog Investors LLC  
Date: January 10, 2014

By: /s/  
Name: Andrew Dakos  
Title: Principal, Bulldog Investors LLC  
Date: January 10, 2014

By: /s/  
Name: Steven Samuels  
Title: Principal, Bulldog Investors LLC  
Date: January 10, 2014