FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OI | MВ | AP | PR | O | /Α |
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| OMB Number: | 3235-0287 |
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| Estimated average burde | en |
| hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| affirmative defense 10b5-1(c). See Inst | | | | | | | | |
|--|------------------------|----------|--|----------------------------|--|---------------------------------------|--|--|
| 1. Name and Address Shanley Richa | s of Reporting Person* | | 2. Issuer Name and Ticker or Trading Symbol 180 DEGREE CAPITAL CORP. /NY/ [TURN] | (Check | tionship of Reporting Perso all applicable) | , | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2023 | Officer (give title below) | | 10% Owner Other (specify below) | | |
| 7 NORTH WILL SUITE 4B | OW STREET | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv | / ' · | | | |
| (Street) MONTCLAIR | NJ | 07042 | | | 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) | ate, Transaction Code (Instr. | | Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirect (I) | Beneficial Ownership |
|---------------------------------|--|---|-------------------------------|---|-------------------------------------|---|----------|--|-------------------------------------|-------------------------|
| | | | Code | v | Amount (A) or (D) Price | | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 11/15/2023 | | P | | 2,000(1) | A | \$3.9225 | 84,729 | D | |

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 | 3A. Deemed Execution Date, if any (Month/Day/Year) | | | 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|------|---|--|--|--|--------------------|--|-------------------------------------|--------------------------------------|--|----------------------------------|--|
| | | | Code | v | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |

Explanation of Responses:

1. These transactions were executed in multiple trades at prices ranging from \$3.89 to \$3.95. The prices reported above reflect the weighted average sales prices. The Reporting Person hereby undertakes to provide upon request from the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were effected.

Remarks:

/s/ Daniel B. Wolfe by Power of Attorney

11/17/2023

** Signature of Reporting Person

Date

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

- * 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.