

Ladder Capital Corp
Form 4
December 12, 2016

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 *
TowerBrook Investors, Ltd.

(Last) (First) (Middle)

65 EAST 55TH STREET, 27TH FLOOR, PARK AVENUE TOWER

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ladder Capital Corp [LADR]

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/08/2016 | | C | | 2,769,150 | A | $\frac{(1) (2)}{(3)}$ 9,384,640 |
| Class A Common Stock | 12/12/2016 | | S | | 4,441,661 | D | \$ 13.6 4,942,979 |

See Footnotes (1) (2) (3) (4)
See Footnotes (1) (2) (3) (5) (6)

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

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number.

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 |
| Units and Class B Common Stock | \$ 0 | 12/08/2016 | | C | 2,769,150 | (3) | (3) | Class A Common Stock | 2,769,150 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| TowerBrook Investors, Ltd. 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022 | | X | | |
| TI II Ladder Holdings, LLC 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022 | | | | See remarks |
| TOWERBROOK INVESTOR II EXECUTIVE FUND L P 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022 | | | | See remarks |
| TOWERBROOK INVESTORS II LP 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022 | | | | See remarks |
| TowerBrook Investors II AIV, L.P. 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022 | | | | See remarks |
| TowerBrook Investors GP II, L.P. 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022 | | X | | |

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Includes 2,769,150 shares of Class A Common Stock held by TI Holdings and 6,615,490 shares of Class A Common Stock held by AIV II, in each case following the Exchange.

- (5) On December 6, 2016, LCC entered into an Equity Underwriting Agreement with TI Holdings, AIV II, the other selling stockholders party thereto (collectively with TI Holdings and AIV II, the "Selling Stockholders"), and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc. and Wells Fargo Securities, as representative of the several underwriters (the "Underwriters"), pursuant to which the Selling Stockholders agreed to (i) sell 10,000,000 shares of Class A Common Stock and (ii) provide the Underwriters an option to purchase an additional 1,500,000 shares of Class A Common Stock (the "Option Shares"), in an underwritten offering (the "December 2016 Offering"). On December 7, 2016, the Underwriters elected their option to purchase the Option Shares. In connection therewith, TI Holdings sold 2,769,150 shares of Class A Common Stock and AIV sold 1,672,511 shares of Class A Common Stock to the Underwriters on December 12, 2016.

- (6) Following the December 2016 Offering, AIV II directly owns 4,942,979 shares of Class A Common Stock and no other securities of LCC. AIV II is controlled by its general partner, Fund II GP, and Fund II GP is controlled by its sole general partner, TowerBrook. As a result, TowerBrook may be deemed to beneficially own the 4,942,979 shares of Class A Common Stock owned by AIV II. As directors and the joint controlling shareholders of TowerBrook, Neal Moszkowski and Ramez Sousou have exclusive decision making authority with respect to such shares and may be deemed to be the beneficial owner of the securities reported on this Form 4 (for purposes of Rule 16a-1(a)).

- (7) Following the December 2016 Offering, TI Holdings directly owns 8,184,016 Units and shares of Class B Common Stock and no other securities of LCC. TI Holdings is jointly controlled by Fund II and Executive Fund II, each of which is controlled by its general partner, Fund II GP, which is controlled by its sole general partner, TowerBrook. As a result, TowerBrook may be deemed to beneficially own the 8,184,016 Units and shares of Class B Common Stock owned by TI Holdings. As directors and the joint controlling shareholders of TowerBrook, Neal Moszkowski and Ramez Sousou have exclusive decision making authority with respect to such shares and may be deemed to be the beneficial owner of the securities reported on this Form 4 (for purposes of Rule 16a-1(a)).

Remarks:

TI Holdings, Executive Fund II, Fund II and AIV II are no longer 10% holders of LCC's Class A Common Stock on an as-con

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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