

Apollo Commercial Real Estate Finance, Inc.
Form SC 13D/A
January 03, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
13d-2(a)**

(Amendment No. 3)

APOLLO COMMERCIAL REAL ESTATE FINANCE, INC.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

0376U105

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue

Los Angeles, CA 90071

(213) 612-2500

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 29, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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 disclosures provided in a prior cover page.

The information required on 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 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).

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CUSIP No. 0376U105

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Liberty Life Insurance Company
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,000,000 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,000,000 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x
- 13 Percent of Class Represented by Amount in Row (11)
14.6%
- 14 Type of Reporting Person
IC

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CUSIP No. 0376U105

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Athene Asset Management LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,000,000 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,000,000 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
14.6%
- 14 Type of Reporting Person
OO

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CUSIP No. 0376U105

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Life Asset Ltd.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,000,000 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,000,000 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
14.6%
- 14 Type of Reporting Person
CO

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CUSIP No. 0376U105

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Capital Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,000,000 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,000,000 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
14.6%
- 14 Type of Reporting Person
PN

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CUSIP No. 0376U105

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Capital Management GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,000,000 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,000,000 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
14.6%
- 14 Type of Reporting Person
OO

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13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Management Holdings, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,101,366 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,101,366 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,101,366 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
- 13 Percent of Class Represented by Amount in Row (11)
15.1%
- 14 Type of Reporting Person
PN

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CUSIP No. 0376U105

13D

- | | | |
|---|---|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | Apollo Management Holdings GP, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds | |
| | OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization | |
| | Delaware | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
3,101,366 shares of common stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
3,101,366 shares of common stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 3,101,366 shares of common stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |