

SOUSOU RAMEZ
Form 4
March 13, 2017

FORM 4

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

OMB APPROVAL

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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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

NEW YORK, NY 10022

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/09/2017 | | C | V | 695,071 | A | See Footnotes (1) (2) (3) (4) |
| | | | | | $\frac{(1) (2)}{(3)}$ | 5,000,658 | |
| Class A Common Stock | 03/13/2017 | | S | | 695,071 | D | See Footnotes (1) (2) (3) (5) (6) |
| | | | | | \$ 14.05 | 4,305,587 | |
| Class A Common Stock (6) | 03/13/2017 | | S | | 417,985 | D | See Footnotes (1) (2) (3) (5) |
| | | | | | \$ 14.05 | 3,887,602 | |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Units and Class B Common Stock | \$ 0 | 03/09/2017 | | C | 695,071 | (3) (3) | Class A Common Stock | 695,071 |

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 | |
| TOWERBROOK INVESTOR II EXECUTIVE FUND L P 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 | | | X | |
| TOWERBROOK INVESTORS II LP 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022 | | | X | |
| TowerBrook Investors II AIV, L.P. 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022 | | | X | |

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In connection with the March 2017 Offering (as defined herein), on March 9, 2017, TI Holdings exchanged 695,071 shares of Class B Common Stock (the "Class B Common Stock") of Ladder Capital Corp. ("LCC") and units of Series REIT and Series TRS of Ladder Capital Finance Holdings LLLP (the "Units") into 695,071 shares of Class A Common Stock (the "Class A Common Stock") of LCC (the "Exchange"). No cash or other consideration was exchanged in connection with the Exchange. The exchange right has no expiration date.

- (4) Includes 695,071 shares of Class A Common Stock held by TI Holdings and 4,305,587 shares of Class A Common Stock held by AIV II, in each case following the Exchange.

- (5) On March 7, 2017, LCC, certain pre-IPO stockholders (the "Selling Stockholders"), including TI Holdings and AIV II, and UBS Securities LLC ("UBS") entered into an Underwriting Agreement, pursuant to which UBS agreed to purchase (the "March 2017 Offering") 3,000,000 shares of LCC's Class A common stock from the Selling Stockholders, including TI Holdings and AIV II. The March 2017 Offering closed on March 13, 2017.

- (6) Following the March 2017 Offering, AIV II directly owns 3,887,602 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 3,887,602 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 March 2017 Offering, TI Holdings directly owns 6,464,720 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 6,464,720 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)).

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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