

Colony Capital, Inc.  
Form 4  
January 03, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARRACK THOMAS JR**

(Last) (First) (Middle)

**C/O COLONY CAPITAL, INC., 515  
SOUTH FLOWER STREET, 44TH  
FLOOR**

(Street)

**LOS ANGELES, CA 90071**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Colony Capital, Inc. [CLNY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/30/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Executive Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class B<br>Common<br>Stock            | 12/30/2016                              |                                                             | J <sup>(1)</sup>                     | 1,972 D                                                                 | \$ 0 <sup>(1)</sup> 525,159                                                                                        | I                                                                       | By<br>Family<br>Trust                                             |
| Class A<br>Common<br>Stock            | 12/30/2016                              |                                                             | J <sup>(1)</sup>                     | 1,972 A                                                                 | \$ 0 <sup>(1)</sup> 784,806                                                                                        | I                                                                       | By<br>Family<br>Trust                                             |
| Class A<br>Common<br>Stock            | 01/02/2017                              |                                                             | A <sup>(2)</sup>                     | 179,487 A                                                               | \$ 0 964,293                                                                                                       | I                                                                       | By<br>Family<br>Trust                                             |
| Class A                               | 01/02/2017                              |                                                             | F <sup>(3)</sup>                     | 52,253 D                                                                | \$ 912,040                                                                                                         | I                                                                       | By                                                                |

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Common Stock 20.25 Family Trust

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |                    |                            |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------|--------------------|----------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D)                                                                 | Date<br>Exercisable            | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| OP Units                                            | (5)                                                                | 12/30/2016                              |                                                             | G(1)                                 | V                                                                                                            | 70,000                                                         |                                                                     | (5)                            | (5)                | Class A<br>Common<br>Stock | 70,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships |           |                    |       |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                                               | Director      | 10% Owner | Officer            | Other |
| BARRACK THOMAS JR<br>C/O COLONY CAPITAL, INC.<br>515 SOUTH FLOWER STREET, 44TH FLOOR<br>LOS ANGELES, CA 90071 | X             | X         | Executive Chairman |       |

## Signatures

/s/ David A. Palame, as  
Attorney-in-fact 01/03/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- In connection with a charitable donation of 70,000 OP Units owned indirectly by Mr. Mark M. Hedstrom, in accordance with the terms of
- (1) the Class B common stock owned by Mr. Barrack, 1,972 shares of Class B common stock were required to be converted to Class A common stock.
  - (2) The acquisition represents the receipt of Class A common stock granted by the Issuer for services provided by Mr. Barrack to the Issuer.

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- (3) The shares were withheld by the Issuer in satisfaction of withholding taxes incurred in connection with the vesting of certain shares of Class A common stock acquired through prior grants.
- (4) The OP Units are held by limited liability companies controlled by the reporting person. The reporting person disclaims beneficial ownership of the securities disposed of except to the extent of his pecuniary interest therein.
- (5) The OP Units are redeemable for shares of Class A Common Stock or cash at the discretion of the Issuer. The OP Units do not have expiration dates.

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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