

Colony Capital, Inc.
Form 3
April 17, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â COLONY CAPITAL
HOLDINGS, LLC

(Last) (First) (Middle)

2540 BROADWAY, 6TH
FLOOR

(Street)

SANTA
MONICA,Â CAÂ 90404

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
04/02/2015

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Date Expiration Title Amount or
Exercisable Date Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares			or Indirect (1) (Instr. 5)	
OP Units	Â (1)	Â (1)	Class A Common Stock	18,399,671	\$ (1)		I	By Colony Capital, LLC (2) (3)
OP Units	Â (1)	Â (1)	Class A Common Stock	1,621,859	\$ (1)		I	By CCH Management Partners I, LLC (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLONY CAPITAL HOLDINGS, LLC 2540 BROADWAY, 6TH FLOOR SANTA MONICA, CA 90404	Â	Â X	Â	Â
COLONY CAPITAL, LLC 2450 BROADWAY, 6TH FLOOR SANTA MONICA, CA 90404	Â	Â X	Â	Â

Signatures

/s/ Thomas J. Barrack, Jr., as managing member of Colony Capital Holdings, LLC	04/16/2015
_____ **Signature of Reporting Person	Date
/s/ Thomas J. Barrack, Jr., as managing member of Colony Capital Holdings, LLC, the sole member of Colony Capital, LLC	04/16/2015
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) 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.
- This Form 3 is being filed (a) by Colony Capital, LLC ("CC"), and (b) by Colony Capital Holdings, LLC ("CCH" and together with CC, the "Reporting Persons"), the sole member of CC. As the sole member and control person of CC, CCH may be deemed to be the indirect
- (2) beneficial owner of the OP Units beneficially owned by CC. Thomas J. Barrack, Jr., the managing member of CCH, has already reported his beneficial ownership of these OP Units on his Form 4. The acquisition of OP Units represents consideration paid by the issuer in connection with its acquisition of substantially all of CC's real estate and investment management business and operations.
- (3) Each of the Reporting Persons disclaims beneficial ownership of the OP Units reported herein except to the extent of such Reporting Person's pecuniary interest in such securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.