

Ares Commercial Real Estate Corp
Form SC 13D/A
February 03, 2017

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Ares Commercial Real Estate Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

04013V108

(CUSIP Number)

Monica J. Shilling, Esq.

Proskauer Rose LLP

2049 Century Park East, 32nd Floor

Los Angeles, CA 90067-3206

(310) 557-2900

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

February 3, 2017

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-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 ("Act") 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. 04013V108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Antony P. Ressler
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States
- | | | | |
|---|-----|--------------------------|---------------|
| | 7. | Sole Voting Power | 829,966 (1) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 1,507,554 (2) |
| | 9. | Sole Dispositive Power | 829,966 (1) |
| | 10. | Shared Dispositive Power | 1,507,554 (2) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,337,520 (1)(2)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
8.2% (See Item 5)
 14. Type of Reporting Person (See Instructions)
IN

(1) Includes 829,966 shares of Common Stock indirectly beneficially owned by the Reporting Person through Greek Associates, a California general partnership, of which the Reporting Person is the general partner.

(2) Includes 1,507,554 shares of Common Stock indirectly beneficially owned by the Reporting Person through the Ressler/Gertz Family Foundation of which the Reporting Person is a co-trustee and shares voting and dispositive power with his spouse and children.

Item 1. Security and Issuer

This Amendment No. 1 (Amendment No. 1) to the Statement on Schedule 13D amends and supplements the Statement on Schedule 13D filed by Antony P. Ressler on December 24, 2013 (the Original Schedule 13D), and relates to the common stock, par value \$0.01 per share (the Common Stock), of Ares Commercial Real Estate Corporation (the Issuer), a Maryland corporation. The address of the principal executive offices of the Issuer is 245 Park Avenue, 42nd Floor, New York, New York 10167.

Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Original Schedule 13D. Capitalized terms used but not otherwise defined in this Amendment No. 1 shall have the meanings ascribed to them in the Original Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 is amended and restated in its entirety as follows:

- (a) See items 11 and 13 of the cover page to this Amendment No. 1 for the aggregate number of shares of Common Stock and percentage of Common Stock beneficially owned by the Reporting Person. The percentage amounts are based on 28,482,756 shares of Common Stock outstanding as of November 1, 2016 as reported by the Issuer on its Form 10-Q for the period ended September 30, 2016.
- (b) See items 7 through 10 of the cover page to this Amendment No. 1 for the number of shares of Common Stock beneficially owned by the Reporting Person as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) The Reporting Person has not effected any transaction related to the Common Stock during the past 60 days.
- (d) Other than the entities listed in footnotes 1 and 2 to the cover page to this Amendment No. 1 with respect to the shares of Common Stock held directly by them, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock reported herein.
- (e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 3, 2017

By: /s/ Antony P. Ressler
Antony P. Ressler