Ladder Capital Corp Form 4 February 13, 2014

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Park Howard Issuer Symbol Ladder Capital Corp [LADR] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O GI PARTNERS, 2180 SAND 02/11/2014 below) HILL ROAD, SUITE 210 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MENLO PARK, CA 94015

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Sec	curitie	s Acqu	ired, Disposed of	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities a coror Disposed of (Instr. 3, 4 an	of (D)	red (A)	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)
Class A Common Stock	02/10/2014		J	2,551,749	A	<u>(1)</u>	2,551,749 (2)	I	See Footnotes.
Class A Common Stock	02/10/2014		J	366,459	A	(1)	366,459 (2)	I	See Footnotes.

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Ladder Capital Corp - Form 4

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquire (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date ed (Month/Day/Yea	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (A)	Date Exercisable	Expiration Date	Title	Amor Numl Share	
Class B Common	\$ 0 (5)	02/10/2014	<u>(6)</u>	J	13,987,509	08/05/2014 <u>(7</u>	(8)	Class A Common	13,9	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Howard

Park Howard
C/O GI PARTNERS
2180 SAND HILL ROAD, SUITE 210
MENLO PARK, CA 94015

Signatures

/s/ Jenny McGinnis, attorney in fact 02/13/2014

**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).

Immediately prior to the closing of the Issuer's initial public offering of its Class A Common Stock, par value \$0.001 per share, the Issuer effectuated a reorganization of its capital structure (the "Reorganization") by exchanging interests in Ladder Capital Finance Holding

- (1) LLLP ("LCFH") for shares of the Issuer's Class A Common Stock, shares of the Issuer's Class B Common Stock, and limited partnership interests of LCFH ("Units"). The securities reflected on this Form 4 were provided in exchange for interests in LCHF during the Reorganization.
- (2) The shares of the Issuer's Class A Common Stock held by GI III-A and GI III-B are subject to a lock-up agreement and cannot be freely traded until August 5, 2014.
 - The 2,551,749 and 366,459 shares of Class A Common Stock are owned by GI Partners Fund III-B L.P. ("GI III-B") and GI Partners Fund III-A L.P. ("GI III-A"), respectively. The 13,987,509 shares of Class B Common Stock of the Issuer are owned by GI Ladder Holdco, LLC ("Ladder Holdco"). GI Partners Fund III L.P. ("GI III") owns Ladder Holdco. GI GP III L.P. ("GI GP LP") is the general
- (3) partner of GI III, GI III-A, and GI III-B. GI Holdings III L.P. ("GI Holdings") is the limited partner of GI III, GI III-A, and GI III-B. GI GP III LLC ("GI GP LLC") is the general partner of each of GI GP LP and GI Holdings. Mr. Park is a member of the general partner of GI International L.P. ("GI Partners"), which is an affiliated entity of Ladder Holdco, GI III, GI III-A, GI III-B, GI GP LP, GI Holdings, and GI GP LLC.
- (4) Mr. Park directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares of Class A Common Stock and the shares of Class B Common Stock reported herein. Mr. Park disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of

Reporting Owners 2

Edgar Filing: Ladder Capital Corp - Form 4

such securities for purposes of Section 16 or for any other purpose.

- (5) Each share of the Issuer's Class B Common Stock can be paired with a Unit and submitted to the Issuer for conversion into one share of the Issuer's Class A Common Stock, subject to expiration of the lock-up period described herein. Ladder Holdco owns 13,987,509 Units.
- (6) Not Applicable.
- (7) The shares of the Issuer's Class B Common Stock held by Ladder Holdco are subject to a lock-up and cannot be combined with Units and converted into shares of the Issuer's Class A Common Stock until August 5, 2014.
- (8) Not Applicable.

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.