

Ladder Capital Corp
Form 4
March 13, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GI PARTNERS FUND III LP

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)

188 THE EMBARCADERO, SUITE 700

03/09/2017

(Street)

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

SAN FRANCISCO, CA 94105

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/09/2017		C		922,168	A	11	3,143,988	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Class A Common Stock	03/13/2017		S		922,168	D	\$ 14.05	2,221,820	I	See Footnotes (3) (4) (5) (6) (7) (8) (9)
Class A Common Stock	03/13/2017		S		166,918	D	\$ 14.05	2,054,902	I	See Footnotes (3) (4) (5) (6) (7) (8) (10)

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Class A								See
Common	03/13/2017		S	23,971	D	\$	2,030,931	I
Stock						14.05		
								Footnotes
								(3) (4) (5) (6)
								(7) (8) (11)

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

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(9-02)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Units and Class B Common Stock	\$ 0	03/09/2017		C	922,168	(1)	(1)	Class A Common Stock	922,168

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GI PARTNERS FUND III LP 188 THE EMBARCADERO, SUITE 700 SAN FRANCISCO, CA 94105	X	X		
GI Ladder Holdco, LLC 188 THE EMBARCADERO, SUITE 700 SAN FRANCISCO, CA 94105	X	X		
GI PARTNERS FUND III-A LP 188 THE EMBARCADERO, SUITE 700 SAN FRANCISCO, CA 94105	X	X		
GI Partners Fund III-B L.P. 188 THE EMBARCADERO, SUITE 700 SAN FRANCISCO, CA 94105	X	X		
	X	X		

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Following the March 2017 Offering, Ladder Holdco holds 9,811,259 Units and shares of Class B Common Stock and no other securities of LCC (the "Ladder Holdco Shares").

- (10) Following the March 2017 Offering, GI III-A holds 255,037 shares of Class A Common Stock and no other securities of LCC (the "GI III-A Shares").
- (11) Following the March 2017 Offering, GI III-B holds 1,775,894 shares of Class A Common Stock and no other securities of LCC (collectively with the Ladder Holdco Shares and the GI III-A Shares, the "Shares").
- (12) Each of GI III-A, GI III-B, GI GP LP, GI Holdings, and GI GP LLC disclaims beneficial ownership of the Equity Interests reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

Remarks:

Mr. Howard Park is a member of the board of directors of the Issuer, and he also serves as a member of the general partner of

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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